



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-3628

April 1, 2008

**Via Facsimile (212) 455-2502 and U.S. Mail**

John G. Finley, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017

**Re: The Phoenix Companies, Inc.  
Additional Definitive Soliciting Materials  
Filed March 28, 2008  
File Number 001-16517**

Dear Mr. Finley:

We have the following comments on your filing.

1. Each statement or assertion of opinion or belief must be clearly characterized as such, and a reasonable factual basis must exist for each such opinion or belief. Support for opinions or beliefs should be self-evident, disclosed in the proxy statement or provided to the staff on a supplemental basis. Therefore:
  - Please confirm that in future soliciting materials you will characterize references to the dissidents' agenda (third bullet point of your letter to security holders) and the dissidents' failure to understand your business (fourth bullet point) as your opinion.
  - Please provide us support for your statements regarding the magnitude of the expense cuts the dissidents "are demanding" (fifth bullet point).
  - Please provide us support for your "fear" in connection with your estimation of the expense cuts referred to above (fifth bullet point).
  - Please provide us support for your disclosure that "Oliver Press' rhetoric is providing ammunition for our competitors" (eighth bullet point).
2. We note your characterization of the dissidents' references to Ms. Young's compensation "earned ...over 27 years" as designed to "make her pay look outsized." Please confirm that all future references to Ms. Young's compensation clearly delineate compensation earned by her as CEO and compensation earned prior to her appointment as CEO.

John G. Finley, Esq.  
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Closing Comments

Please direct any questions to me at (202) 551-3619.

Sincerely,

Daniel F. Duchovny  
Special Counsel  
Office of Mergers and Acquisitions