



DIVISION OF
CORPORATION FINANCE

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

April 8, 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.
Response to April 1, 2008 comments
Filed April 4, 2008
File Number 001-16517**

Dear Mr. Finley:

We have the following comments on your filing.

1. We reissue comment 1 of our April 1, 2008 letter in part. We note your response with respect to the third bullet point in comment 1. We note that in your response you state that the expense reductions advocated by the dissidents (which you have estimated to be \$90 million) is "equal to 35% of the Company's 2007 operating expenses, excluding the Company's Asset Management business..." (emphasis added). Please explain to us why that calculation is appropriate given your statement that the estimated amount of expense reductions were apparently made in conversations between the company and the dissidents before a public announcement of the upcoming spin-off of that business.
2. We reissue comment 2 in part. Please explain why you are unable to provide a definitive statement as to the future disclosure regarding Ms. Young compensation and instead state that you will provide the separate quantification "to the extent practicable."

Closing Comments

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

Sincerely,

Daniel F. Duchovny
Special Counsel
Office of Mergers and Acquisitions