



07072078

FORM 11-K

(Mark One)

X  ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2006

OR

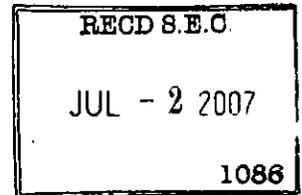
TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number  333-75346

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

The Phoenix Companies, Inc. Savings and Investment Plan  
c/o Kenneth Weissman  
One American Row  
H-4 E-1  
Hartford, CT 06102-5056



B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

The Phoenix Companies, Inc.  
P.O. Box 5056  
One American Row  
Hartford, CT 06102-5056



REQUIRED INFORMATION

Financial Statements and Exhibits:

- (a) The Phoenix Companies, Inc. Savings and Investment Plan Financial Statements for the fiscal year ended December 31, 2006
- (b) Exhibits:

Consent of Independent Registered Public Accounting Firm

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Name of Plan: The Phoenix Companies, Inc. Savings and Investment Plan

Date  6-28-07

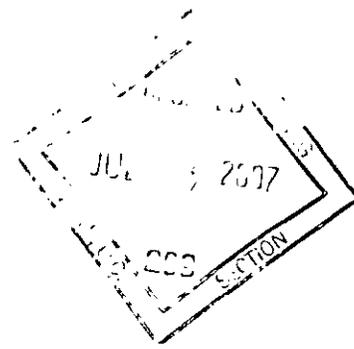
Kenneth P. Weissman, Plan Administrator

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-75346) of The Phoenix Companies, Inc. of our report dated June 25, 2007 relating to the financial statements of The Phoenix Companies, Inc. Savings and Investment Plan, which appears in this Form 11-K.

*PricewaterhouseCoopers LLP*

Hartford, Connecticut  
June 25, 2007



**The Phoenix Companies, Inc.**  
**Savings and Investment Plan**  
**Financial Statements and**  
**Supplemental Schedule**  
**December 31, 2006 and 2005**

**The Phoenix Companies, Inc.  
Savings and Investment Plan  
Table of Contents**

---

	<b>Page</b>
<b>Report of Independent Registered Public Accounting Firm</b> .....	1
<b>Financial Statements:</b>	
Statements of Net Assets Available for Benefits .....	2
Statements of Changes in Net Assets Available for Benefits .....	3
Notes to Financial Statements .....	4-10
<b>Supplemental Schedule*:</b>	
Schedule of Assets (Held at End of Year) .....	11

\* Other supplemental schedules required by Section 2520-103.10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because they are not applicable.

**Report of Independent Registered Public Accounting Firm**

To the Participants and Administrator of  
The Phoenix Companies, Inc.  
Savings and Investment Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of The Phoenix Companies, Inc. Savings and Investment Plan (the "Plan") at December 31, 2006 and 2005, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplemental Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

*PricewaterhouseCoopers LLP*

Hartford, Connecticut  
June 25, 2007

**The Phoenix Companies, Inc.**  
**Savings and Investment Plan**  
**Statements of Net Assets Available for Benefits**

	<u>December 31,</u>	
	<u>2006</u>	<u>2005</u>
<b>Assets:</b>		
Investments, at fair value (Note 3)	\$ 174,643,534	\$ 151,791,720
Participant loans, at fair value	1,651,950	1,505,307
Total investments	176,295,484	153,297,027
Sponsor contributions receivable	244,570	-
Net assets available for benefits, at fair value	176,540,054	153,297,027
Adjustment from fair value to contract value for interest in collective trust relative to Fully Benefit-Response Investment Contracts	87,878	107,287
	<u>\$ 176,627,932</u>	<u>\$ 153,404,314</u>

The accompanying notes are an integral part of these financial statements.

**The Phoenix Companies, Inc.**  
**Savings and Investment Plan**  
**Statements of Changes in Net Assets Available for Benefits**

	<u>Year Ended December 31,</u>	
	<u>2006</u>	<u>2005</u>
<b>Additions (deductions) to net assets:</b>		
Investment income:		
Interest	\$ 651,645	\$ 412,513
Dividends	9,670,047	4,498,122
Net appreciation of investments	9,045,590	5,177,415
	<u>19,367,282</u>	<u>10,088,050</u>
Contributions:		
Sponsor	5,041,547	4,364,682
Participant	11,688,497	9,981,288
	<u>16,730,044</u>	<u>14,345,970</u>
Total Additions	<u>36,097,326</u>	<u>24,434,020</u>
Benefit payments	(22,324,210)	(18,107,521)
Administrative fees	(20,145)	(15,968)
Total Deductions	<u>(22,344,355)</u>	<u>(18,123,489)</u>
Net increase in net assets before plan merger	13,752,971	6,310,531
Plan mergers (Note 9)	9,470,647	6,650,817
Net increase in net assets after plan merger	23,223,618	12,961,348
Net assets available for benefits at beginning of year	153,404,314	140,442,966
Net assets available for benefits at end of year	<u>\$ 176,627,932</u>	<u>\$ 153,404,314</u>

The accompanying notes are an integral part of these financial statements.

**The Phoenix Companies, Inc.**  
**Savings and Investment Plan**  
**Notes to Financial Statements**

---

**1. Description of Plan**

The following description of The Phoenix Companies, Inc. Savings and Investment Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

**General**

The Plan is a defined contribution profit sharing plan that contains a cash or deferred arrangement under section 401(k) of the Internal Revenue Code and is sponsored by The Phoenix Companies, Inc. ("Phoenix"). The Plan was established December 1, 1973 and most recently amended January 1, 2006. Employees of Phoenix Life Insurance Company ("PLIC") and Phoenix Investment Partners, Ltd. ("PXP") approved to participate in the Plan are immediately eligible to participate in the Plan. The Plan is subject to the provisions of ERISA.

**Contributions**

For the 2006 and 2005 plan years, The Phoenix Companies, Inc. did not make a discretionary profit sharing contribution into the plan.

Participant contributions are recorded in the period during which payroll deductions are made from the participant's earnings.

The following contributions may be made:

- Basic contributions, as defined by the Plan document, are participant contributions made through payroll deductions of not less than 1% but not exceeding 5% of the participant's Plan compensation and may be contributed either as pre-tax contributions or as after-tax contributions pursuant to section 401(k) of the Internal Revenue Code.
- Participants who are at least 50 years of age, or will attain age 50 by December 31 of the plan year, are allowed to make additional contributions, known as "catch up contributions", over and above the standard IRS deferral limits for that plan year. In 2006 and 2005, the maximum catch up contribution was \$5,000 and \$4,000 respectively.
- Employer match contributions for all participants are 100% of the first 3% of basic contributions plus a 50% match on the next 2% of basic contributions, up to a total of 4% in employer matching contributions.
- Supplemental contributions, as defined by the Plan document, are participant contributions made through payroll deduction in excess of the 5% basic contribution limit but not exceeding 60% of the participant's Plan compensation and may be contributed either as pre-tax contributions or as after-tax contributions pursuant to section 401(k) of the Internal Revenue Code.
- If a new employee does not elect a deferral percentage, the automatic participant contribution percentage is 5% of Plan compensation.

**The Phoenix Companies, Inc.**  
**Savings and Investment Plan**  
**Notes to Financial Statements**

---

- On January 1, 2005, Engemann Asset Management became an approved participating employer in the plan. (See Note 9)
- On January 1, 2006, Kayne Anderson Rudnick Investment Management, LLC became a participating employer in the Plan. (See Note 9)
- On January 1, 2006, Seneca Capital Management, LLC became a participating employer in the Plan without the benefit of employer contributions. (See Note 9)

Participants may direct the investment of their contributions and employer contributions into various investment options offered by the Plan. Prior to July 1, 2005, employer contributions for all participants were made in the form of units in the Phoenix Common Stock Fund.

Effective January 25, 2005, participants could transfer account balances invested in the Phoenix Common Stock Fund once every 30 days. Prior to January 25, 2005, participants could transfer account balances invested in the Phoenix Common Stock Fund once every 90 days.

Effective July 1, 2005 the restriction regarding transfers of account balances invested in the Phoenix Common Stock Fund was removed.

**Participant accounts**

Each participant's account is credited with the participant's contributions and allocation of the sponsor's matching contributions and Plan earnings. Earnings are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investment in that fund. Investment income is reinvested in the same investment vehicle and is credited to the respective participant's account. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

**Vesting**

PLIC participants are immediately vested in their own contributions plus actual earnings thereon. Participants employed as of July 1, 2002, became 100% vested in the sponsor matching contributions. Participants who terminated prior to July 1, 2002 remain subject to the prior vesting schedule, whereby a participant became 25% vested on the January 1 following the date of employment and an additional 25% vested on each subsequent January 1 until the participant was 100% vested.

Employees of PXP are immediately vested in the sponsor matching contributions.

Upon death or disability, all matching contributions become fully vested.

**The Phoenix Companies, Inc.**  
**Savings and Investment Plan**  
**Notes to Financial Statements**

---

**Benefit payments**

On termination of service, a participant may elect to receive a lump-sum amount equal to the value of the vested portion of his or her account or retain amounts in the Plan until normal retirement age. Upon retirement or disability, accounts are distributed in a lump sum. Distributions are subject to the applicable provisions of the Plan document. Benefit payments are recorded when they have been approved for payment and paid by the Plan.

The Plan is able to automatically cash out a participant's account balance if the balance should ever fall below \$5,000, regardless of the value of the account at the time of status change.

**Participant loans**

A participant may borrow up to a maximum of \$50,000 or one half of the participant's account balance minus any current outstanding loans, whichever is less. Loans are treated as a transfer from/to the investment fund to/from the participant loan account. A loan is collateralized by the balance in the participant's account and bears interest at a rate commensurate with market rates for similar loans, as defined (5.0% to 10.5% for the years ended December 31, 2006 and 2005). Loan terms generally range from 1 to 4 ½ years, however, when proceeds are used for the purchase of a primary residence, terms may be up to 30 years. Principal and interest are paid ratably through semi-monthly payroll deductions beginning in the month following receipt of the loan. Participants are limited to 2 outstanding loans.

**2. Summary of Accounting Policies**

**Method of accounting**

The Plan's financial statements are prepared on the accrual basis of accounting. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein. Actual results could differ from those estimates.

**Investment valuation**

The Plan's investments are stated at fair value. Investments in the Phoenix mutual funds and the funds offered by Fidelity, which include the Franklin, Artisan, Allianz, Lord Abbett, and Templeton fund series, as well as the common collective trust are valued at net asset value. The Phoenix Common Stock Fund is valued at quoted unit value price. Participant loans are valued at unpaid principal balances, which approximates fair value.

Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date.

**The Phoenix Companies, Inc.**  
**Savings and Investment Plan**  
**Notes to Financial Statements**

---

**Administrative expenses**

PLIC currently pays all fees and expenses related to the Plan with the exception of participant fees for loan initiation and administration paid to Fidelity Investment Institutional Operations Company, Inc. and short term trading fees paid to the fund advisor. Other expenses of the mutual funds are reflected in the investment results.

**Use of estimates**

As described in Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and SOP 94-4-1, Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans (the FSP), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan invests in investment contracts through a collective trust. As required by the FSP, the Statements of Net Assets Available for Benefits presents the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

**Risks and uncertainties**

The Plan provides for various investment options in mutual funds. Mutual funds are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect the financial statements.

**New Accounting Pronouncement**

In September 2006, the FASB issued SFAS No.157, Fair Value Measurements (the "Standard"). The Standard defines fair value, sets out a framework for measuring fair value and requires additional disclosures about fair value measurements. The Standard applies to fair value measurements already required or permitted by existing standards. The Standard is effective for financial statements issued for fiscal years beginning after November 15, 2007. Management is currently evaluating what impact the adoption of the Standard will have on the financial statements.

**3. Investments**

Investments that represent 5% or more of the Plan's net assets are separately identified below.

**The Phoenix Companies, Inc.**  
**Savings and Investment Plan**  
**Notes to Financial Statements**

	<u>As of December 31,</u>	
	<u>2006</u>	<u>2005</u>
American Funds Growth Fund of America	\$ 19,761,052	\$ 18,189,057
Artisan Mid Cap Investment Fund	15,660,173	16,303,829
Phoenix Common Stock Fund*	14,934,479	14,593,511
Fidelity Retirement Money Market Fund	11,761,793	11,258,046
Fidelity Contrafund	11,469,249	9,639,753
Phoenix Balanced Fund	10,318,856	11,290,672
Fidelity Managed Income Portfolio	8,886,126	9,733,796

\*(See Note 4)

**Investment performance**

During the years ended December 31, 2006 and 2005, the Plan's investments (including realized gains and losses on investments bought and sold and unrealized gains and losses on investments held during the year) appreciated in fair value as follows:

	<u>For the Year Ended</u>	
	<u>December 31,</u>	
	<u>2006</u>	<u>2005</u>
Mutual Funds	\$ 6,628,841	\$ 3,747,105
Phoenix Common Stock Fund	2,416,749	1,430,310
Net appreciation in fair value of investments	<u>\$ 9,045,590</u>	<u>\$ 5,177,415</u>

**The Phoenix Companies, Inc.**  
**Savings and Investment Plan**  
**Notes to Financial Statements**

---

**4. Nonparticipant-Directed Investments**

Prior to July 1, 2005 employer contributions for all participants were made in the form of units in the Phoenix Common Stock Fund. Subsequent to that date, employees could direct their employer matching contributions into any of the plan's investment options. Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investment is as follows:

	<u>December 31,</u>	
	<u>2006</u>	<u>2005</u>
Net Assets:		
Phoenix Common Stock Fund	\$ 14,934,479	\$ 14,593,511
	<u>Year ended</u>	<u>Year ended</u>
	<u>December 31, 2006</u>	<u>December 31, 2005</u>
Changes in Net Assets:		
Contributions	\$ 1,040,727	\$ 3,248,604
Loan Repayments	36,801	31,379
Loan Interest	4,687	3,013
Transfers from participant-directed investments	1,272,841	925,505
Net Appreciation	2,416,749	1,430,310
Benefits paid to participants	(1,569,066)	(1,506,372)
Loans paid to participants	(47,432)	(37,703)
Transfers to participant-directed investments	(2,812,237)	(2,417,561)
Administrative fees	(2,102)	(3,067)
Net increase in net assets	<u>\$ 340,968</u>	<u>\$ 1,674,108</u>

**5. Related Party Transactions**

Plan assets include investments in funds managed and underwritten by subsidiaries of PXP, a wholly owned subsidiary of Phoenix. Plan assets also include investments in funds managed by Fidelity Management Research Corporation (FMR). In addition, the Phoenix Common Stock Fund is offered as an investment option in the Plan.

Fidelity Investments Institutional Operations Company, Inc. (FIIOC), a wholly owned subsidiary of FMR, is the Plan record keeper. Fidelity Management Trust Company (FMTTC), also a wholly owned subsidiary of FMR, is the Plan trustee.

Participants of the Plan are allowed to take loans collateralized against their account balances.

**The Phoenix Companies, Inc.**  
**Savings and Investment Plan**  
**Notes to Financial Statements**

---

Personnel and facilities of PLIC have been used to perform administrative functions for the Plan at no charge to the Plan. These transactions, in the opinion of the Phoenix Benefit Plans Committee, are exempt from detailed reporting under Title I of ERISA.

**6. Plan Termination**

Although they have not expressed any intent to do so, Phoenix has the right under the Plan document to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants become 100% vested.

**7. Income Tax Status**

The Internal Revenue Service has determined, and informed Phoenix by an opinion letter dated January 27, 2003, that the Plan document and related trust are designed in accordance with applicable sections of the Internal Revenue Code. The Plan document has been amended since receiving the determination letter. The Plan's administrator believes that the Plan document is designed and is currently being administered in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

**8. Forfeitures**

Forfeitures result from terminated employees' non-vested sponsor matching contributions remaining in the Plan. Forfeitures generated are available to offset employer contributions, which would be otherwise payable by PLIC in accordance with the Plan document. No matching contributions were reduced from forfeited non-vested accounts in 2006 and 2005. The forfeiture balance at December 31, 2006 and 2005 was \$55,008 and \$18,050 respectively.

**9. Plan Merger**

The Roger Engemann & Associates, Inc. 401k Plan (the "Engemann Plan") merged with and into the Plan effective January 1, 2005 resulting in the transfer of net assets of \$6,650,817 into the Plan. Effective January 1, 2005 participants of the Engemann Plan became eligible to participate in the Plan.

The Kayne Anderson Rudnick Investment Management, LLC 401k Plan (the "Anderson Plan") merged with and into the Plan in March 2006 resulting in the transfer of net assets of \$5,563,910 into the Plan. Effective January 1, 2006 participants of the Anderson Plan became eligible to participate in the Plan.

The Seneca Capital Management, LLC 401k Plan (the "Seneca Plan") merged with and into the Plan in July 2006 resulting in the transfer of net assets of \$3,906,737 into the Plan. Effective January 1, 2006 participants of the Seneca Plan became eligible to participate in the Plan.

**The Phoenix Companies, Inc.**  
**Savings and Investment Plan**  
**Notes to Financial Statements**

---

**10. Subsequent Events**

Effective July 1, 2007, the employer matching contributions will be made according to the following formula:

- Employees with less than 5 years of service will receive a match of 100% on the first 3% of base salary; 50% on the next 3% of base salary
- Employees with at least 5 and less than 10 years of service will receive a match of 100% on the first 6% of base salary
- Employees with at least 10 and less than 15 years of service will receive 100% on the first 3% of base salary; 150% on the next 3% of base salary
- Employees with 15 or more years of service will receive 150% on the first 6% of base salary

Savings and Investment Plan

Schedule H (Line 4i) Form 5500 - Schedule of Assets (Held at End of Year)

December 31, 2006

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
*	Fidelity	Fidelity Contrafund	N/A**	\$ 11,469,249
*	Fidelity	Fidelity Equity Income Fund	N/A**	\$ 3,329,264
*	Fidelity	Fidelity Growth Company	N/A**	\$ 731,155
*	Fidelity	Fidelity Blue Chip Growth Fund	N/A**	\$ 2,162,554
*	Fidelity	Fidelity Low Priced Stock Fund	N/A**	\$ 6,523,620
*	Fidelity	Fidelity Small Cap Independence Fund	N/A**	\$ 3,353,153
*	Fidelity	Fidelity Freedom Income Fund	N/A**	\$ 342,695
*	Fidelity Freedom Funds	Fidelity Freedom 2000 Fund	N/A**	\$ 282,692
*	Fidelity Freedom Funds	Fidelity Freedom 2010 Fund	N/A**	\$ 2,446,476
*	Fidelity Freedom Funds	Fidelity Freedom 2020 Fund	N/A**	\$ 7,941,484
*	Fidelity Freedom Funds	Fidelity Freedom 2030 Fund	N/A**	\$ 5,339,794
*	Fidelity Freedom Funds	Fidelity Freedom 2040 Fund	N/A**	\$ 3,155,730
*	Fidelity Group Trust for Employee Benefit Plans	Fidelity Retirement Money Market Fund	N/A**	\$ 11,761,793
*	Fidelity	Fidelity Managed Income Portfolio	N/A**	\$ 8,886,126
*	Fidelity	Spartan U.S. Equity Index Fund	N/A**	\$ 6,326,012
*	Fidelity	Fidelity U.S. Bond Index Fund	N/A**	\$ 2,177,243
*	Franklin Mutual Series	Mutual Discovery Fund	N/A**	\$ 6,897,895
*	Phoenix Series Funds	Phoenix Balanced Fund	N/A**	\$ 10,318,856
	Artisan Funds	Artisan Mid Cap Investment Fund	N/A**	\$ 15,660,173
	Artisan Funds	American Funds Growth Fund of America	N/A**	\$ 19,761,052
	Artisan Funds	American Funds Europac Growth	N/A**	\$ 4,441,635
*	Phoenix-Aberdeen Worldwide	Phoenix Worldwide Str Fund	N/A**	\$ 4,733,809
*	Phoenix Equity Series	Phoenix Growth & Income Fund	N/A**	\$ 3,769,464
*	Phoenix Investment Trust 97	Phoenix Value Equity Fund	N/A**	\$ 2,237,996
*	Phoenix Multi-Series Trust	Phoenix Multi-Sector Fixed Income Fund	N/A**	\$ 4,707,484
*	Phoenix Multi-Series Trust	Phoenix Multi-Sector Short Term Bond Fund	N/A**	\$ 3,356,178
	Allianz Funds	Allianz NFJ Small Cap Value Fund	N/A**	\$ 4,864,168
	Lord Abbett Funds	Lord Abbett Mid-Cap Value Fund	N/A**	\$ 2,819,183
*	Phoenix	Phoenix Common Stock Fund	N/A**	\$ 14,934,479
*	Participant Loans	Participant Loans (maturity of 1 to 30 years at 5.00%-10.50% collateralized by participant account balances)	\$	1,651,950
	Total			<u>\$ 176,383,362</u>

\* Represents a party-in-interest to the Plan.

\*\* Cost information has been omitted for participant directed investments.

END