

PHOENIX GOLD INTERNATIONAL INC
Form 15-12G
February 06, 2004

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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES
EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 and 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 000-25866

PHOENIX GOLD INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

9300 NORTH DECATUR STREET, PORTLAND, OREGON 97203

(503) 286-9300

(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

COMMON STOCK, NO PAR VALUE

(Title of each class of securities covered by this Form)

NONE

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

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Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4 (a) (1) (i)	<input checked="" type="checkbox"/>	Rule 12h-3 (b) (1) (i)	<input type="checkbox"/>
Rule 12g-4 (a) (1) (ii)	<input type="checkbox"/>	Rule 12h-3 (b) (1) (ii)	<input type="checkbox"/>
Rule 12g-4 (a) (2) (i)	<input type="checkbox"/>	Rule 12h-3 (b) (2) (i)	<input type="checkbox"/>
Rule 12g-4 (a) (2) (ii)	<input type="checkbox"/>	Rule 12h-3 (b) (2) (ii)	<input type="checkbox"/>
		Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: 128

Pursuant to the requirements of the Securities Exchange Act of 1934 Phoenix Gold International, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: February 6, 2004

By: /s/ Joseph K. O'Brien
Joseph K. O'Brien
Executive Vice President, Chief Financial Officer and
Secretary