OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005 Estimated average burden hours per response...0.5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## FORM 4

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

O Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
Wilson, Mark D	PCTEL, Inc. (PCTI)	
(Last) (First) (Middle)		
	4. Statement for Month/Day/Year	5. If Amendment, Date of Original (Month/Day/Year)
8725 W. Higgins Road, Suite 400	Feb. 6, 2003	
(Street)		_
	6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7. Individual or Joint/Group Filing (Check Applicable Line)
Chicago, IL 60631	O Director O 10% Owner	
(City) (State) (Zip)	☐ Officer (give title below)	o Form Filed by More than One Reporting
	O Other (specify below)	Person
	Vice President Licensing Programs	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

			Table I — Non-D	eriva	tive Securiti	es Acquired, D	ispose	d of, or	Beneficially Owned			
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Yea		2A. Deemed Execution Date, if any (Month/Day/Year)	3.	Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Sec- urities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownershi (Instr. 4)	
					Code V	Amount	(A) or (D)	Price				
						Page 2						

## Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	Title of Derivative Security (Instr. 3)	2.	Conversion or Exercise Price of Derivative Security	3.	Transaction Date (Month/Day/Year)	3A.	Deemed Execution Date, if any (Month/Day/Year)	4.	Transact Code (Instr. 8)		5.	Number of Deriva Acquired (A) or I (Instr. 3, 4 and 5)	
									Code	V		(A)	(D)
	Employee Stock Options (right to buy)		\$6.60		02/6/2003				A	V		40	0,000
_													

			7	Гable II –					sposed of, or Beneficially Owne otions, convertible securities)	ed — Co	ontinued		
6.	6. Date Exercisable and Expiration Date (Month/Day/Year)		7.	Title and Amount of Underlying Securities (Instr. 3 and 4)		8.	8. Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Exercisable	Expiration Date		Title	Amount or Number of Shares								
	(1)	2/6/13		Common Stock	40,000						D		
_													
Ex	planation of	Responses:											
(1)	The option v	ests over a p	erio	d of four	ears with 1/48	th c	of the shares subje	ct t	hereto vesting each month.				
					/s/ MARK WII	LSC	ON		02/10/03				
				**Sig	nature of Repo	rtin	g Person		Date				
	** Intention	onal misstate	- emei	nts or omi	ssions of facts	cor	nstitute Federal Cı	imi	nal Violations. <i>See</i> 18 U.S.C. 10	01 and	15 U.S.C. 78ff(a).		

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.