



OMB APPROVAL
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**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**

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

<b>1. Name and Address of Reporting Person*</b>  Carl, Thomsen  _____ <i>(Last) (First) (Middle)</i>  PCTEL, Inc 8725 W. Higgins Road Suite 400 _____ <i>(Street)</i>  Chicago, IL 60631 _____ <i>(City) (State) (Zip)</i>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  PCTEL, Inc. (PCTI)  _____  <b>4. Statement for Month/Day/Year</b>  January 2003  _____  <b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b> <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i> _____	<b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b>  _____  <b>5. If Amendment, Date of Original (Month/Day/Year)</b>  _____  <b>7. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
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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-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

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

1.	Title of Derivative Security <i>(Instr. 3)</i>	2.	Conversion or Exercise Price of Derivative Security	3.	Transaction Date <i>(Month/Day/Year)</i>	3A.	Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4.	Transaction Code <i>(Instr. 8)</i>	5.	Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
									Code	V	(A)	(D)
	Director Stock Option (right to buy)		\$7.90		1/2/2003				A	V	7,500	

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

[illegible]

### Explanation of Responses:

(1) The option vests over a period of one year with 100% of the shares subject thereto vesting on the first anniversary of the vesting commencement date of January 2, 2003.

(2) Comprised of separate grant balances of 15,000 shares expiring March 31, 2011; and 7,500 shares expiring January 15, 2012; and 7,500 shares expiring January 15, 2013.

/s/ CARL THOMSEN

2/11/03

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 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.