

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1933

May 9, 2002

Date of Report (date of earliest event reported)

PCTEL, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

000-27115

(Commission File Number)

77-0364943

(I.R.S. Employer
Identification Number)

1331 California Circle
Milpitas, CA 95035

(Address of principal executive offices)

(408) 965-2100

(Registrant's telephone number, including area code)

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ITEM 4. CHANGES IN REGISTRANT’S CERTIFYING ACCOUNTANT

(a) Former Independent Auditors.

The Audit Committee of our Board of Directors annually considers and recommends to the Board of Directors the selection of our independent public accountants. As recommended by our Audit Committee, on May 9, 2002, our Board of Directors decided to terminate the engagement of Arthur Andersen LLP as our independent auditors.

The reports of Arthur Andersen LLP on our financial statements for our fiscal years ended December 31, 2000 and December 31, 2001 contained no adverse opinion or disclaimer of opinion, nor were the reports qualified or modified as to uncertainty, audit scope, or accounting principles.

In connection with the audits performed by Arthur Andersen LLP for fiscal 2000 and 2001 and during the period from January 1, 2002 through May 9, 2002, there have been no disagreements with Arthur Andersen LLP on any matter of accounting principles or practices, financial statement disclosure or auditing scope of procedure, which disagreements, if not resolved to the satisfaction of Arthur Andersen LLP, would have caused it to make reference to the subject matter of the disagreement(s) in its reports, and there have been no reportable events as listed in Item 304(a)(1)(v) of Regulation S-K.

We have provided a copy of the above disclosures to Arthur Andersen LLP and have requested that Arthur Andersen LLP furnish us with a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the above statements. A copy of such letter, dated May 14, 2002 is filed as appendix 16.1 to this Form 8-K.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits. The following exhibits are filed with this report.

<u>Exhibit Number</u>	<u>Description</u>
16.1	Letter from Arthur Andersen LLP to the Securities and Exchange Commission, dated May 14, 2002
99.1	Press Release, dated May 14, 2002

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Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 15, 2002

PCTEL, INC.

By: /s/ John Schoen

John Schoen
Chief Operating Officer and
Chief Financial Officer

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Exhibit Number	Description
16.1	Letter from Arthur Andersen LLP to the Securities and Exchange Commission, dated May 14, 2002
99.1	Press Release, dated May 14, 2002

Office of the Chief Accountant
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

May 14, 2002

Dear Sir/Madam:

We have read Item 4 included in the Form 8-K dated May 15, 2002 of PCTEL, Inc. to be filed with the Securities and Exchange Commission and are in agreement with the statements contained therein.

Very truly yours,

/s/ Arthur Andersen LLP

ARTHUR ANDERSEN LLP

Copy to: John Schoen
Chief Operating Officer and
Chief Financial Officer
PCTEL, Inc.

PCTEL, INC. TERMINATES THE ENGAGEMENT OF ARTHUR ANDERSEN LLP
AS INDEPENDENT AUDITORS

MILPITAS, Calif. -- MAY 14, 2002 -- PCTEL, Inc. (NASDAQ: PCTI), a leading provider of personal connectivity and Internet access technology, today announced that its Board of Directors has terminated the engagement of Arthur Andersen LLP as its independent auditors, effective May 9, 2002.

ABOUT PCTEL

PCTEL, founded in March 1994, is a leading provider of innovative, cost-effective Internet access solutions, including analog soft modems, and embedded DSP-based modems. The company is built upon a wide-ranging and comprehensive portfolio of more than 80 analog and broadband communications patents, issued or pending, including the key and essential patents for Host Signal Processing (HSP) modem technology. PCTEL products are available to PC and data communications equipment manufacturers. PCTEL is located at 1331 California Circle, Milpitas, CA., 95035. Telephone: 408-965-2100. Fax: 408-895-0178. For more information on PCTEL products, visit the PCTEL website at <http://www.pctel.com>.

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