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)
Schoen, John	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	(Monni Day, Tear)
(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
	Chief Operating Officer & Chief Financial Officer	
	1 0	_

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).

												Beneficially Owned				
Security (Instr. 3)		2.	Transaction Date (Month/Day/Year)	2A.	Deemed Execution Date, if any (Month/Day/Year)	3.	Transaction Code (Instr. 8)	4.	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)	7.	Nature of Indirect Beneficial Ownershi (Instr. 4)
							Code V		Amount	(A) or (D)	Price					
															_	
								F	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 D Acquired (A) (Instr. 3, 4 and	or Dispose	
								Code	v		(A)		(D)
Employee Stock Options(right to buy)		\$6.60		2/6/2003				A	V			50,000	
													_

				Table II –					sposed of, or Beneficially Owne otions, convertible securities)	ed — Co	ontinued		
6.	6. Date Exercisable and Expiration Date (Month/Day/Year)		7.	of Underly	Title and Amount of Underlying Securities (Instr. 3 and 4)		Price of Derivative Security Security (Instr. 5) 9. Number of Derivative Securitie Beneficially Owned Following Reported Transaction(s) (Instr. 4)		Beneficially Owned Following Reported Transaction(s)	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	50,000						D		
_													
Ex	planation of	Responses:											
(1)	The option v	ests over a p	erio	d of four	years with 1/48	th (of the shares subje	ect t	thereto vesting each month.				
					/s/ JOHN SCH	Οŀ	EN		2/10/03				
				**Sig	nature of Repo	rtin	g Person		Date				
	** Intention	onal misstate	- eme	nts or omi	ssions of facts	cor	nstitute Federal Cı	rimi	inal 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.