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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).

1. Name and Address of Reporting Person* Schoen, John <i>(Last) (First) (Middle)</i>	2. Issuer Name and Ticker or Trading Symbol PCTEL, Inc. (PCTI)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
8725 W. Higgins Road, Suite 400 <i>(Street)</i>	4. Statement for Month/Day/Year Feb. 6, 2003	5. If Amendment, Date of Original (Month/Day/Year)
Chicago, IL 60631 <i>(City) (State) (Zip)</i>	6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner </div> <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> Officer (give title below) </div> <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> Other (specify below) </div> <div style="margin-top: 5px;"> Chief Operating Officer & Chief Financial Officer </div>	7. Individual or Joint/Group Filing (Check Applicable Line) <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> Form Filed by One Reporting Person </div> <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> Form Filed by More than One Reporting Person </div>

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.		5.	Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>
								Transaction Code <i>(Instr. 8)</i>	V		(A) (D)
	Employee Stock Options(right to buy)		\$6.60		2/6/2003			A	V		50,000

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 four years with 1/48th of the shares subject thereto vesting each month.

/s/ JOHN SCHOEN

2/10/03

****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.