

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

Under
The Securities Act of 1933

PC-TEL, INC.

(Exact name of Registrant as specified in its charter)

Delaware

77-0364943

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification Number)

1331 California Circle
Milpitas, California 95035
(408) 965-2100
(Address of principal executive offices)

1997 STOCK OPTION PLAN
1998 EMPLOYEE STOCK PURCHASE PLAN

Martin Singer
Chairman of the Board and Chief Executive Officer
PC-Tel, Inc.
1331 California Circle
Milpitas, CA 95035
(408) 965-2100

(Name, address, and telephone number, including area code, of agent for service)

Copies to:
Douglas H. Collom, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304-1050
(650) 493-9300

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Maximum Amount to be Registered/(1)/	Proposed Maximum Offering Price Per Share*	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock (\$0.001 par value) to be issued under the 1997 Stock Option Plan	700,000	\$ 8.96\\(2)\\	\$ 6,272,000.00	\$ 577.03
Common Stock (\$0.001 par value) to be issued under the 1998 Employee Stock Purchase Plan	350,000	\$ 7.62\\(3)\\	\$ 2,667,000.00	\$ 245.37
Total	1,050,000		\$ 8,939,000.00	\$ 822.40

- (1) For the sole purpose of calculating the registration fee, the number of shares to be registered under this Registration Statement has been broken down into two subtotals.
- (2) Estimated in accordance with Rule 457(h) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), solely for the purpose of computing the amount of the registration fee based on the prices of PC-Tel, Inc. Common Stock as reported on the Nasdaq National Market on January 29, 2002.
- (3) The exercise price of \$7.62 per share, computed in accordance with Rule 457(h) under the Securities Act, is 85% of \$8.96, the average of the high

and low sales price of a share of PC-Tel, Inc. Common Stock as reported by the Nasdaq National Market on January 29, 2002.

With respect to the Shares hereby registered under the 1997 Stock Option Plan and the 1998 Employee Stock Purchase Plan, the Registrant's Registration Statement on Form S-8/S-3 as filed with the Commission on April 14, 2000 (File No. 333-34910), and Registration Statement on Form S-8 as filed with the Commission on May 30, 2001 (File No. 333-61926), collectively referred to as the Prior Form S-8s, are incorporated herein by reference. Unless otherwise specified, capitalized terms herein shall have the meanings ascribed to them in the Prior Form S-8s.

The Company is registering 1,050,000 shares of its Common Stock under this Registration Statement, of which 700,000 shares are reserved for issuance under the Company's 1997 Stock Option Plan and 350,000 shares are reserved for issuance under the Company's 1998 Employee Stock Purchase Plan. Under the Prior Form S-8s, the Company registered 6,669,952 shares of its Common Stock that had been or were eligible to be issued under the 1997 Stock Option Plan and 1,481,208 shares of its Common Stock that had been or were eligible to be issued under the 1998 Employee Stock Purchase Plan.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

Exhibit No. -----	Description -----
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, P.C.
10.3*	1997 Stock Option Plan, as amended through August 1999
10.5*	1998 Employee Stock Purchase Plan
23.1	Consent of Arthur Andersen LLP, Independent Public Accountants
23.2	Consent of Wilson Sonsini Goodrich and Rosati, P.C. (contained in Exhibit 5.1)
24.1	Power of Attorney (See page (II-3))

* Incorporated by reference to the Company's Registration Statement on Form S-1 filed October 15, 1999 (No. 333-84707).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milpitas, State of California, on this 4th day of February, 2002.

PCTEL, INC.

By: /s/ MARTIN SINGER

Martin Singer
Chairman of the Board and Chief Executive
Officer

II-2

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Martin Singer and John Schoen and each one of them, acting individually and without the other, as his attorney-in-fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ MARTIN SINGER ----- Martin Singer	Chairman of the Board, Chief Executive Officer (Principal Executive Officer) and Director	February 4, 2002
/s/ JOHN SCHOEN ----- John Schoen	Chief Operating Officer and Chief Financial Officer (Principal Financial and Accounting Officer)	February 4, 2002
/s/ RICHARD C. ALBERDING ----- Richard C. Alberding	Director	February 4, 2002
/s/ PETER CHEN ----- Peter Chen	Director	February 4, 2002
/s/ GIACOMO MARINI ----- Giacomo Marini	Director	February 4, 2002
/s/ MIKE MIN-CHU CHEN ----- Mike Min-Chu Chen	Director	February 4, 2002
/s/ CARL A. THOMSEN ----- Carl A. Thomsen	Director	February 4, 2002

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation
650 Page Mill Road
Palo Alto, California 94304-1050
Telephone: (650) 493-9300 Facsimile: (650) 493-6811

February 1, 2002

PC-Tel, Inc.
1331 California Circle
Milpitas, California 95035

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on or about February 4, 2002 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 1,050,000 shares of your Common Stock (the "Shares") issuable under the PC-Tel, Inc. 1997 Stock Option Plan and 1998 Employee Stock Purchase Plan (together, the "Plans"). As your counsel in connection with this transaction, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the issuance and sale of the Shares pursuant to the Plans.

It is our opinion that, when issued and sold in the manner described in the Plans and pursuant to the agreements which accompany each grant under the Plans, the Shares will be legally and validly issued, fully-paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

/s/ WILSON SONSINI GOODRICH & ROSATI

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement on Form S-8, pertaining to the 1997 Stock Option Plan, as amended, and 1998 Employee Stock Purchase Plan, of our report dated January 26, 2001 with respect to the consolidated financial statements and schedules of PC-Tel, Inc. included in the Form 10-K filed with the Securities and Exchange Commission on March 28, 2001.

/s/ ARTHUR ANDERSEN LLP

San Jose, California

February 1, 2002