

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>Bacastow Shelley J</u>			2. Issuer Name and Ticker or Trading Symbol <u>PC TEL INC [PCTI]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP and General Counsel</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2020</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
471 BRIGHTON DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) <u>BLOOMINGDALE IL 60108</u>						
(City) (State) (Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common	01/02/2020		M		12,000	A	\$7.16	74,413	D	
Common	01/02/2020		M		2,500	A	\$6.84	76,913	D	
Common	01/02/2020		F		12,588	D	\$8.9	64,325	D	

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

1. 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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to Buy)	\$7.16	01/02/2020		M			12,000	04/09/2017 ⁽¹⁾	04/09/2020	Common Stock	12,000	\$0.00	0	D	
Stock Options (Right to Buy)	\$6.84	01/02/2020		M			2,500	04/23/2017 ⁽¹⁾	04/23/2020	Common Stock	2,500	\$0.00	0	D	

Explanation of Responses:

1. The stock options vested 25% annually from April 23, 2013, the date of the grant.

Remarks:

by Kevin McGowan - Atty-in-Fact 01/05/2020

** Signature of Reporting Person Date

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).

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents that the undersigned, Shelley J. Bacastow, hereby makes, constitutes and appoints each of Fritz Freidinger, Kevin McGowan and Les Sgnilek of PCTEL, Inc. (the "Corporation") as the undersigned's true and lawful attorney-in-fact and agent, with full power and authority, on behalf of and in the name, place and stead of the undersigned to complete and execute such Forms 144, Forms 3, 4 and 5, and such other forms as such attorney-in-fact and agent shall in his/her discretion determine to be required or advisable pursuant to Rule 144 promulgated under the Securities Act of 1933, Section 16 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, or any successor laws and regulations (collectively, the "Exchange Act") as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Corporation, and to do all acts necessary in order to file such Forms with the Securities and Exchange Commission, any securities exchange or national association, the Corporation and such other person or agency as the attorney-in-fact and agent shall deem appropriate. The undersigned hereby ratifies and confirms all that each such attorney-in-fact and agent shall do or cause to be done by virtue hereof.

This Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to such attorneys-in-fact and agents.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 6th day of November, 2019.

___/s/ Shelley J. Bacastow___
Signature

___Shelley J. Bacastow___
Printed Name