PC TEL INC
Form 4
May 12, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHOEN JOHN W

(Last) (First) (Middle)

8725 W. HIGGINS ROAD, SUITE 400

(Street)

CHICAGO, IL 60631

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PC TEL INC [PCTI]

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
COO & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	05/10/2006		M		32,934	A	$ 8	233,220	D	
Common	05/10/2006		M		28,125	A	$ 6.6	261,345	D	
Common	05/10/2006		S		5,510	D	$ 11.07	255,835	D	
Common	05/10/2006		S		1,400	D	$ 11.08	254,435	D	
Common	05/10/2006		S		16,000	D	$ 11.24	238,435	D	
Common	05/10/2006		S		8,900	D	$ 11.25	229,535	D	

Common	05/10/2006	S	600	D	$ 11.26	228,935	D
Common	05/10/2006	S	1,649	D	$ 11.27	227,286	D
Common	05/10/2006	S	2,900	D	$ 11.47	224,386	D
Common	05/10/2006	S	100	D	$ 11.48	224,286	D
Common	05/10/2006	S	19,800	D	$ 11.49	204,486	D
Common	05/10/2006	S	4,200	D	$ 11.5	200,286	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
11/15/01 Stock Options	$ 8	05/10/2006		M			5,510	11/15/2004	11/15/2011	Common Stock	5,510
11/15/01 Stock Options	$ 8	05/10/2006		M			1,400	11/15/2004	11/15/2011	Common Stock	1,400
11/15/01 Stock Options	$ 8	05/10/2006		M			16,000	11/15/2004	11/15/2011	Common Stock	16,000
11/15/01 Stock Options	$ 8	05/10/2006		M			8,900	11/15/2004	11/15/2011	Common Stock	8,900
11/15/01 Stock	$ 8	05/10/2006		M			600	11/15/2004	11/15/2011	Common Stock	600

Options								
11/15/01 Stock Options	$ 8	05/10/2006	M	524	11/15/2004	11/15/2011	Common Stock	524
2/6/03 Stock Options	$ 6.6	05/10/2006	M	1,125	02/06/2004	02/06/2013	Common Stock	1,125
2/6/03 Stock Options	$ 6.6	05/10/2006	M	2,900	02/06/2004	02/06/2013	Common Stock	2,900
2/6/03 Stock Options	$ 6.6	05/10/2006	M	100	02/06/2004	02/06/2013	Common Stock	100
2/6/03 Stock Options	$ 6.6	05/10/2006	M	19,800	02/06/2004	02/06/2013	Common Stock	19,800
2/6/03 Stock Options	$ 6.6	05/10/2006	M	4,200	02/06/2004	02/06/2013	Common Stock	4,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHOEN JOHN W 8725 W. HIGGINS ROAD SUITE 400 CHICAGO, IL 60631			COO & CFO	

Signatures

Les Sgnilek	05/12/2006
**Signature of Reporting Person	Date

Explanation of Responses:

* 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.
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