

GITLIN RICHARD
Form 4
February 12, 2003

OMB APPROVAL
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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* _____ Gitlin, Richard D. _____ <i>(Last) (First) (Middle)</i> PCTEL, Inc 8725 W. Higgins Road Suite 400 _____ <i>(Street)</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) _____																
Chicago, IL 60631 _____ <i>(City) (State) (Zip)</i>	4. Statement for Month/Day/Year _____ January 2003 _____	5. If Amendment, Date of Original (Month/Day/Year) _____																
6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <table style="width: 100%; border: none;"> <tr> <td style="width: 10%; text-align: center;">X</td> <td style="width: 40%;">Director</td> <td style="width: 10%; text-align: center;">O</td> <td style="width: 40%;">10% Owner</td> </tr> <tr> <td style="text-align: center;">O</td> <td>Officer (give title below)</td> <td style="text-align: center;">O</td> <td></td> </tr> <tr> <td style="text-align: center;">O</td> <td>Other (specify below)</td> <td style="text-align: center;">O</td> <td></td> </tr> </table> _____		X	Director	O	10% Owner	O	Officer (give title below)	O		O	Other (specify below)	O		7. Individual or Joint/Group Filing (Check Applicable Line) <table style="width: 100%; border: none;"> <tr> <td style="width: 10%; text-align: center;">X</td> <td style="width: 90%;">Form Filed by One Reporting Person</td> </tr> <tr> <td style="text-align: center;">O</td> <td>Form Filed by More than One Reporting Person</td> </tr> </table>	X	Form Filed by One Reporting Person	O	Form Filed by More than One Reporting Person
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O	Other (specify below)	O																
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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

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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[illegible]

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)
				Code V	(A) (D)
Director Stock Option (right to buy)	\$7.90	1/2/2003		A V	7,500

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

6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
(1)	1/15/2013	Common Stock	7,500	22,500(2)	D

Explanation of Responses:

(1) The option vests over a period of one year with 100% of the shares subject thereto vesting on the first anniversary of the vesting commencement date of January 2, 2003.

(2) Comprised of separate grant balances of 15,000 shares expiring May 29, 2012; and 7,500 shares expiring January 15, 2013.

/s/ Richard D. Gitlin

2/11/03

**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.