SCHOEN JOHN W

Form 4

February 13, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

PC TEL INC [PCTI]

(Check all applicable)

(Last)

(Middle)

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

Director

10% Owner

471 BRIGHTON DRIVE

02/11/2009

X_ Officer (give title below) COO & CFO

_ Other (specify

(Street)

(First)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BLOOMINGDALE, IL 60108

(City)	(State) (Z	Zip) Table	ole 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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		Securities Form: Direct I Beneficially (D) or I Owned Indirect (I) (Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common	02/11/2009		Z <u>(1)</u>	3,250	D	\$ 6.76	80,106	D		
Common	02/11/2009		F(2)	8,824	D	\$ 6.76	71,282	D		
Common	02/11/2009		S(3)	200	D	\$ 5.9	71,082	D		
Common	02/11/2009		S(3)	787	D	\$ 5.91	70,295	D		
Common	02/11/2009		S(3)	713	D	\$ 5.92	69,582	D		
Common	02/11/2009		S(3)	700	D		68,882	D		

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					\$ 5.93		
Common	02/11/2009	S(3)	1,300	D	\$ 5.94	67,582	D
Common	02/11/2009	S(3)	1,119	D	\$ 5.95	66,463	D
Common	02/11/2009	S(3)	600	D	\$ 5.96	65,863	D
Common	02/11/2009	S(3)	681	D	\$ 5.97	65,182	D
Common	02/11/2009	S(3)	136	D	\$ 5.98	65,046	D
Common	02/11/2009	S(3)	1,000	D	\$ 6	64,046	D
Common	02/11/2009	S(3)	264	D	\$ 6.01	63,782	D
Common	02/11/2009	S(3)	100	D	\$ 6.06	63,682	D
Common	02/11/2009	S(3)	1,500	D	\$ 6.09	62,182	D
Common	02/11/2009	S(3)	200	D	\$ 6.11	61,982	D
Common	02/11/2009	S(3)	269	D	\$ 6.13	61,713	D
Common	02/11/2009	S(3)	300	D	\$ 6.16	61,413	D
Common	02/11/2009	S(3)	1,400	D	\$ 6.18	60,013	D
Common	02/11/2009	S(3)	931	D	\$ 6.19	59,082	D
Common	02/11/2009	S(3)	300	D	\$ 6.2	58,782	D
Common	02/11/2009	S(3)	500	D	\$ 6.21	58,282	D
Common	02/11/2009	S(3)	100	D	\$ 6.22	58,182	D
Common	02/11/2009	S(3)	500	D	\$ 6.25	57,682	D
Common	02/11/2009	S(3)	100	D	\$ 6.28	57,582	D
Common	02/11/2009	S(3)	200	D	\$ 6.29	57,382	D

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Common	02/11/2009	S(3)	100	D	\$ 6.32	57,282	D	
Common	02/11/2009	S(3)				56,782	D	
Common	02/11/2009	Z <u>(1)</u>	3,250	A	\$ 6.76	103,064	I	John W. Schoen III Living Trust

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

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 control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code '	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address		Relat	ionships	
	Director	10% Owner	Officer	Other

SCHOEN JOHN W
471 BRIGHTON DRIVE COO & CFO
BLOOMINGDALE, IL 60108

Signatures

Juliann M. O2/13/2009 Qualiato

**Signature of Date Reporting Person

Reporting Owners 3

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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).
- (1) Transfer of shares to/from John W. Schoen III Living Trust
- (2) Witholding of stock to satisfy statutory tax withholding obligations
- (3) Sale of Shares pursuant to 10b5-1 Plan

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.