SCHOEN JOHN W Form 4 February 10, 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

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

. Name and Address of Reporting Person*		Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	
Schoen, John W.		PCTEL, Inc. (PCTI)			
(Last) (First) (Middle)					
8725 W. Higgins Road, Suite 400		Statement for Month/Day/Year		If Amendment, Date of Original (Month/Day/Year)	
(Street)		Dec. 30, 2002			
		Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)	
Chicago, IL 60631	_	O Director O 10% Owner		X	Form Filed by One Reporting Person
(City) (State) (Zip)		X Officer (give title below)		0	Form Filed by More
		Other (specify below)			than One Reporting Person
		Chief Operating Officer & Chief Financial Officer			

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, <i>see</i> instruction 4(b)(v).

Security	Transaction 2 Date (Month/Day/Year)	A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities A Disposed of (Instr. 3, 4 au	(D)	d (A) or	5.Amount of Sec- urities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownershi (Instr. 4)
			Code V	Amount	(A) or (D)	Price			
Common Stock	12/30/02		A	75,000	A		87,500	D	
				Page 2					

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)						
Title of Derivative 2. Security (Instr. 3)	Conversion or Exercise 3. Price of Derivative Security	Transaction 3 Date (Month/Day/Year)	A. Deemed Execution 4. Date, if any (Month/Day/Year)	Transaction 5. Code (Instr. 8)		(A) or Disposed of (D)
				Code V	(A)	(D)
			Page 3			

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued (e.g., puts, calls, warrants, options, convertible securities)								
6. Date Exercisable and 7 Expiration Date (Month/Day/Year)	Amount of Underlying Securities (Instr. 3 and 4)	3. 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)			
Date Expiration Exercisable Date	Amount or Number of Title Shares							
Explanation of Responses:								
_	/s/ John W. Sch	oen	02/10/03					
	**Signature of Rep Person	oorting	Date					

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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^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).