

PC TEL INC
Form 144
March 01, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 144

OMB APPROVAL

OMB Number:

3235-0101

Expires:

December 31,
2009

Estimated average
burden

hours per response
..... 2.00

SEC USE ONLY

DOCUMENT SEQUENCE

**NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION:

CUSIP

NUMBER

WORK

LOCATION

Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

1 (a) NAME OF ISSUER (Please type or print)

PC-TEL Inc.

(b) IRS IDENT.
NO.

77-0364943

(c) S.E.C. FILE NO.

000-27115

1 (d) ADDRESS OF ISSUER (Street, City, State, Zip Code)

8725 W Higgins Road Suite 400 Chicago, IL 60631

(e) TELEPHONE NO.

AREA
CODE

773 243-3000

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD (b) IRS IDENT. NO. (c) RELATIONSHIP TO ISSUER (d) ADDRESS (Street, City, State, Zip Code)

John W Schoen III Living Trust

348-50-2426

COO, CFO

20818 Buffalo Run, Kildeer, IL 60047

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a)	(b)	SEC USE ONLY	(c)	(d)	(e)	(f)	(g)
Title of the Class of Securities	Name and Address of Each Broker Through Whom		Number of Shares	Aggregate Market	Number of Shares or Other Units	Approximate Date of Sale	Name of Each Securities

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To be sold	the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	Broker-Dealer File Number	or Other Units To Be Sold	Value (See instr. 3(d))	Outstanding (See instr. 3(e))	(See instr. 3(f)) (MO. DAY YR.)	Exchange (See instr. 3(g))
Common	B. Riley & Company		13,000	134,015.61	22,330,000	2/27/07	Nasdaq

11100 Santa
Monica Blvd. #800

Los Angeles, CA
90025

INSTRUCTIONS:

1.
 - (a) Title of the class of securities to be sold
 - (b) Name of issuer
 - (b) Name and address of each broker through whom the securities are intended to be sold
 - (c) Issuer's I.R.S. Identification Number
 - (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
 - (d) Issuer's S.E.C. file number, if any
 - (d) Issuer's address, including zip code
 - (e) Issuer's telephone number, including area code
 2.
 - (a) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
 - (f) Name of person for whose account the securities are to be sold
- Approximate date on which the securities are to be sold

(b)

Such person's I.R.S. identification number, if such person is an entity

(g)

Name of each securities exchange, if any, on which the securities are intended to be sold

(c)

Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)

(d)

Such person's address, including zip code

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 control number.

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TABLE I SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Name of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Stock	2/12/07	Vested Restricted Shares	PC-Tel Inc.	13,000	N/A	N/A

INSTRUCTIONS:

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
None				

REMARKS:**INSTRUCTIONS:****ATTENTION:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whom this notice relates are to be sold hereby represents by

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whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.

February 27, 2007

/s/ John Schoen

DATE OF NOTICE

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations
(See 18 U.S.C. 1001)**

SEC 1147 (01-07)