

SCHOEN JOHN W

Form 4

August 28, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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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(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

471 BRIGHTON DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
08/26/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
COO & CFO

(Street)

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) (Zip)

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)	(A) or (D)	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)
Common	08/26/2008		M	5,879	A	\$ 7.95 117,463	I	John W. Schoen III Living Trust
Common	08/26/2008		M	8,733	A	\$ 8 126,196	I	John W. Schoen III Living Trust
Common	08/26/2008		F	12,482	D	\$ 10.06 113,714	I	John W. Schoen III Living Trust

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Common	08/26/2008	S	600	D	\$ 10.06	113,114	I	John W. Schoen III Living Trust
Common	08/26/2008	S	600	D	\$ 10.07	112,514	I	John W. Schoen III Living Trust
Common	08/26/2008	S	100	D	\$ 10.08	112,414	I	John W. Schoen III Living Trust
Common	08/26/2008	S	800	D	\$ 10.09	111,614	I	John W. Schoen III Living Trust
Common	08/26/2008	S	100	D	\$ 10.11	111,514	I	John W. Schoen III Living Trust
Common	08/26/2008	S	5,800	D	\$ 10.15	105,714	I	John W. Schoen III Living Trust
Common	08/26/2008	S	1,500	D	\$ 10.16	104,214	I	John W. Schoen III Living Trust
Common	08/26/2008	S	300	D	\$ 10.17	103,914	I	John W. Schoen III Living Trust
Common	08/26/2008	S	900	D	\$ 10.2	103,014	I	John W. Schoen III Living Trust
Common	08/26/2008	S	400	D	\$ 10.21	102,614	I	John W. Schoen III Living Trust
Common	08/26/2008	S	300	D	\$ 10.22	102,314	I	John W. Schoen III Living Trust
Common	08/26/2008	S	100	D		102,214	I	

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\$
10.23

John W.
Schoen III
Living
Trust

Common	08/26/2008	S	100	D	\$ 10.24	102,114	I
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John W.
Schoen III
Living
Trust

Common	08/26/2008	S	177	D	\$ 10.26	101,937	I
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John W.
Schoen III
Living
Trust

Common	08/26/2008	S	400	D	\$ 10.27	101,537	I
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John W.
Schoen III
Living
Trust

Common	08/26/2008	S	300	D	\$ 10.28	101,237	I
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John W.
Schoen III
Living
Trust

Common	08/26/2008	S	600	D	\$ 10.29	100,637	I
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John W.
Schoen III
Living
Trust

Common	08/26/2008	S	723	D	\$ 10.3	99,914	I
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John W.
Schoen III
Living
Trust

Common	08/26/2008	S	100	D	\$ 10.32	99,814	I
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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)

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (
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(D)
(Instr. 3, 4,
and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
11/15/01										
Stock	\$ 8	08/26/2008	M			8,733	11/15/2004	11/15/2011	Common Stock	8,733
Options										
3/15/02										
Stock	\$ 7.95	08/26/2008	M			5,879	12/15/2003	03/15/2012	Common Stock	5,879
Options										

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHOEN JOHN W 471 BRIGHTON DRIVE BLOOMINGDALE, IL 60108			COO & CFO	

Signatures

Juliann M.
Qualiato 08/28/2008

__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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