

SCHOEN JOHN W
Form 4
August 28, 2008

FORM 4

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

OMB APPROVAL

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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

(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
 Officer (give title below) _____ Other (specify below)
COO & CFO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	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)			
			Code	V	Amount	(A) or (D)	Price			
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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					\$				John W. Schoen III Living Trust
					10.23				
Common	08/26/2008		S	100	D	\$	102,114	I	John W. Schoen III Living Trust
						10.24			
Common	08/26/2008		S	177	D	\$	101,937	I	John W. Schoen III Living Trust
						10.26			
Common	08/26/2008		S	400	D	\$	101,537	I	John W. Schoen III Living Trust
						10.27			
Common	08/26/2008		S	300	D	\$	101,237	I	John W. Schoen III Living Trust
						10.28			
Common	08/26/2008		S	600	D	\$	100,637	I	John W. Schoen III Living Trust
						10.29			
Common	08/26/2008		S	723	D	\$	99,914	I	John W. Schoen III Living Trust
						10.3			
Common	08/26/2008		S	100	D	\$	99,814	I	John W. Schoen III Living Trust
						10.32			

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

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(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
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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 Options	\$ 8		08/26/2008	M				11/15/2004	11/15/2011	Common Stock	8,733
3/15/02 Stock Options	\$ 7.95		08/26/2008	M				12/15/2003	03/15/2012	Common Stock	5,879

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 Date
Reporting Person

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. 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.