

PC TEL INC  
Form 4  
May 12, 2006

**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**

(Last) (First) (Middle)

8725 W. HIGGINS ROAD, SUITE 400

(Street)

CHICAGO, IL 60631

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**05/10/2006**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common	05/10/2006		M	V	32,934	A	\$ 8	233,220	D
Common	05/10/2006		M		28,125	A	\$ 6.6	261,345	D
Common	05/10/2006		S		5,510	D	\$ 11.07	255,835	D
Common	05/10/2006		S		1,400	D	\$ 11.08	254,435	D
Common	05/10/2006		S		16,000	D	\$ 11.24	238,435	D
Common	05/10/2006		S		8,900	D	\$ 11.25	229,535	D

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Common	05/10/2006	S	600	D	\$ 11.26	228,935	D
Common	05/10/2006	S	1,649	D	\$ 11.27	227,286	D
Common	05/10/2006	S	2,900	D	\$ 11.47	224,386	D
Common	05/10/2006	S	100	D	\$ 11.48	224,286	D
Common	05/10/2006	S	19,800	D	\$ 11.49	204,486	D
Common	05/10/2006	S	4,200	D	\$ 11.5	200,286	D

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 (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
11/15/01 Stock Options	\$ 8	05/10/2006		M		5,510	11/15/2004	11/15/2011	Common Stock	5,510
11/15/01 Stock Options	\$ 8	05/10/2006		M		1,400	11/15/2004	11/15/2011	Common Stock	1,400
11/15/01 Stock Options	\$ 8	05/10/2006		M		16,000	11/15/2004	11/15/2011	Common Stock	16,000
11/15/01 Stock Options	\$ 8	05/10/2006		M		8,900	11/15/2004	11/15/2011	Common Stock	8,900
11/15/01 Stock	\$ 8	05/10/2006		M		600	11/15/2004	11/15/2011	Common Stock	600

Options									
11/15/01 Stock Options	\$ 8	05/10/2006	M	524	11/15/2004	11/15/2011	Common Stock	524	
2/6/03 Stock Options	\$ 6.6	05/10/2006	M	1,125	02/06/2004	02/06/2013	Common Stock	1,125	
2/6/03 Stock Options	\$ 6.6	05/10/2006	M	2,900	02/06/2004	02/06/2013	Common Stock	2,900	
2/6/03 Stock Options	\$ 6.6	05/10/2006	M	100	02/06/2004	02/06/2013	Common Stock	100	
2/6/03 Stock Options	\$ 6.6	05/10/2006	M	19,800	02/06/2004	02/06/2013	Common Stock	19,800	
2/6/03 Stock Options	\$ 6.6	05/10/2006	M	4,200	02/06/2004	02/06/2013	Common Stock	4,200	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHOEN JOHN W 8725 W. HIGGINS ROAD SUITE 400 CHICAGO, IL 60631			COO & CFO	

## Signatures

Les Sgnilek                      05/12/2006

\_\_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. 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.