

PC TEL INC  
Form 4  
January 07, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**MARINI GIACOMO**

(Last) (First) (Middle)  
471 BRIGHTON DRIVE  
(Street)  
BLOOMINGDALE, IL 60108  
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/06/2015

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)

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 Ownership (Instr. 4) |        |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|--|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |        |   |  |
| Common                          | 01/06/2015                           |  | Z <sup>(1)</sup>               |   | 13,338  | A  | \$ 8.7                            | 49,092 | I | Giacomo Marini Trustee of Giacomo Marini Trust dtd 11/2/2005 |
| Common                          | 01/06/2015                           |  | M                              |   | 13,338  | A  | \$ 0 <sup>(2)</sup>               | 13,338 | D |  |
| Common                          | 01/06/2015                           |  | Z <sup>(1)</sup>               |   | 13,338  | D  | \$ 8.7                            | 0      | D |  |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | (2)  | 01/06/2015                           |  | M                              | 13,338  | (3) (3)  | Common Stock  | 13,338 (4)                    |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MARINI GIACOMO<br>471 BRIGHTON DRIVE<br>BLOOMINGDALE, IL 60108 |               | X         |         |       |

## Signatures

by Michelle Henry,  
Atty-in-Fact

01/07/2015

\_\_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).

(1) Transfer of shares to/from Giacomo Marini Trust dtd 11/2/2005

(2) Each restricted stock unit represents a contingent right to receive one share of PCTEL stock

(3) The restricted stock shares vested on various grant dates as previously reported. The restricted stock shares are being paid to Director pursuant to the terms of the Deferred Stock Plan and Director's last properly completed Election Form.

(4) Reflects the vesting of previously restricted stock shares and additional restricted stock shares as a result of dividend equivalents paid pursuant to the terms of the Deferred Stock Plan.

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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