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WILSON MARK Form 4 February 10, 2003

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Name and Address of Reporting Person*		Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		
Wilson, Mark D		PCTEL, Inc. (PCTI)		-		
(Last) (First) (Middle)						
8725 W. Higgins Road, Suite 400		Statement for Month/Day/Year	5.	If Amendment, Date of Original (Month/Day/Year)		
(Street)	-	Feb. 6, 2003				
	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint (Check Applicable I		
Chicago, IL 60631	-	O Director O 10% Owner		X	Form Filed by One Reporting Person	
(City) (State) (Zip)		X Officer (give title below)		0	Form Filed by More than One Reporting	
		Other (specify below)			Person	
		Vice President Licensing Programs				

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Reminder:	Report on a separate line for each class of securities beneficially owned directly or indirectly.
*	If the form is filed by more than one reporting person, <i>see</i> instruction 4(b)(v).

Table I Non-Derivati	ve Securities A	Acquired, D	ispose	d of, or l	Beneficially Own	ned	
1. Title of 2. Transaction 2A. Deemed Execution Security Date Date, if any (Instr. 3) (Month/Day/Year) (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Disposed of (Instr. 3, 4	f (D)	ed (A) or	5.Amount of Sec- urities Beneficially Owned Following Reported Trans- action(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			
		Page 2					

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Title of Derivative 2. Security (Instr. 3)	Price of Do Security		Transaction Date (Month/Day/Year)	3A. Deemed Execution 4. Date, if any (Month/Day/Year)	Transaction 5. Code (Instr. 8)		or Disposed of (D)
					Code V	(A)	(D)
Employee Stock Options (right to buy)		\$6.60	02/6/2003		A V	40,000	
							_
							_

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.Nature of Indirect Beneficial Ownership (Instr. 4)		
Date Expiration Exercisable Date	Amount or Number of Title Shares						
(1) 2/6/13	Common Stock 40,000			D			
xplanation of Respons	ses:						
1) The option vests over	a period of four years	with 1/48 th o	of the shares subject thereto vesting	each month.			
	/s/ MARK WILS	ON	02/10/03				
	**Signature of Repo	orting	Date				
** Intentional mis	= estatements or omissio	ne of facts of	onstitute Federal Criminal Violation	ns Saa 18 II S C 1001	and 15 II C C		

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Page 4