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PC TEL INC  
Form S-8  
January 18, 2005

As filed with the Securities and Exchange Commission on January 18, 2005  
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT

UNDER  
THE SECURITIES ACT OF 1933

-----  
PCTEL, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

-----  
DELAWARE  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

8725 W. HIGGINS ROAD  
CHICAGO, ILLINOIS 60631  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

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1997 STOCK OPTION PLAN

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MARTIN H. SINGER  
CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER  
PC-TEL, INC.  
8725 W. HIGGINS ROAD  
CHICAGO, IL 60631  
(773) 243-3000  
(NAME, ADDRESS, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

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Copies to:  
DOUGLAS H. COLLOM, ESQ.  
MARK BAUDLER, ESQ.  
WILSON SONSINI GOODRICH & ROSATI  
PROFESSIONAL CORPORATION  
650 PAGE MILL ROAD  
PALO ALTO, CA 94304-1050  
(650) 493-9300

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 CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	MAXIMUM AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE
Common Stock (\$0.001 par value) to be issued under the 1997 Stock Option Plan .....	700,000	\$ 7.11 (1)

(1) The exercise price of \$7.11 per share is estimated in accordance with Rule 457(c) under the Securities Act of 1933, as amended ("Securities Act"), solely for the purpose of computing the amount of the registration fee and is equal to the average of the high and low sales price of a share of PCTEL, Inc. Common Stock as reported by the Nasdaq National Market on January 11, 2005.

With respect to the shares hereby registered under the 1997 Stock Option Plan, the Registrant's Registration Statement on Form S-8/S-3 as filed with the Commission on April 17, 2000 (File No. 333-34910), Registration Statement on Form S-8 as filed with the Commission on May 30, 2001 (File No. 333-61926), Registration Statement on Form S-8 as filed with the Commission on February 4, 2002 (File No. 333-82120), Registration Statement on Form S-8 as filed with the Commission on February 14, 2003 (File No. 333-103233) and Registration Statement on Form S-8 as filed with the Commission on February 9, 2004 (File No. 333-112621), collectively referred to as the "Prior Form S-8s", are incorporated herein by reference. Unless otherwise specified, capitalized terms herein shall have the meanings ascribed to them in the Prior Form S-8s.

The Company is registering 700,000 shares of its Common Stock under this Registration Statement, all of which are reserved for issuance under the Company's 1997 Stock Option Plan. Under the Prior Form S-8s, the Company previously registered 8,769,952 shares of its Common Stock for issuance under the 1997 Stock Option Plan.

\* \* \* \* \*

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description
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- 5.1 Opinion of Wilson Sonsini Goodrich & Rosati, P.C.
  - 10.43\* 1997 Stock Option Plan, as amended and restated May 13, 2004
  - 23.1 Consent of Independent Accountants
  - 23.2 Consent of Wilson Sonsini Goodrich and Rosati, P.C. (contained in Exhibit 5.1)
  - 24.1 Power of Attorney (See page (II-3))
- \* Incorporated by reference from the exhibit with the same exhibit number filed pursuant to the Company's Quarterly Report on Form 10-Q filed August 9, 2004.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on this 18th day of January, 2005.

PCTEL, INC.

By: /s/ MARTIN H. SINGER

-----  
Martin H. Singer  
Chairman of the Board and Chief  
Executive Officer

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Martin H. Singer and John Schoen and each one of them, acting individually and without the other, as his attorney-in-fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	
/s/ MARTIN H. SINGER ----- Martin H. Singer	Chairman of the Board, Chief Executive Officer (Principal Executive Officer) and Director	J
/s/ JOHN W. SCHOEN ----- John W. Schoen	Chief Operating Officer and Chief Financial Officer (Principal Financial and Accounting Officer)	J
/s/ RICHARD C. ALBERDING ----- Richard C. Alberding	Director	J
/s/ RICHARD GITLIN ----- Richard Gitlin	Director	J
/s/ GIACOMO MARINI ----- Giacomo Marini	Director	J
/s/ BRIAN JACKMAN ----- Brian Jackman	Director	J
/s/ CARL A. THOMSEN ----- Carl A. Thomsen	Director	J
/s/ JOHN SHEEHAN ----- John Sheehan	Director	J