

PC TEL INC
Form 4
June 14, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ALBERDING RICHARD C

(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)
06/13/2012

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common	06/13/2012		M		7,109	A	\$ 0 (1)
Common	06/13/2012		M		7,155	A	\$ 0 (1)
Common	06/13/2012		M		97	A	\$ 0 (1)
Common	06/13/2012		M		86	A	\$ 0 (1)
Common	06/13/2012		M		88	A	\$ 0 (1)
Common	06/13/2012		M		6,860	A	

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\$ 0

(1)

\$ 6.45

0

D

Common 06/13/2012

Z(2)

21,395 D

Richard C. Alberding Revocable Trust

Common 06/13/2012

Z(2)

21,395 A

\$ 6.45 27,839

I

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

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SEC 1474 (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. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	06/13/2012		M	7,109	(4) (4)	Common Stock	7,109	\$
Restricted Stock Units	(3)	06/13/2012		M	97	(4) (4)	Common Stock	97	\$
Restricted Stock Units	(3)	06/13/2012		M	86	(4) (4)	Common Stock	86	\$
Restricted Stock Units	(3)	06/13/2012		M	88	(4) (4)	Common Stock	88	\$
Restricted Stock Units	(3)	06/13/2012		M	6,860	(4) (4)	Common Stock	6,860	\$
	(3)	06/13/2012		M	7,155	(4) (4)		7,155	\$

Restricted
Stock
Units

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALBERDING RICHARD C 471 BRIGHTON DRIVE BLOOMINGDALE, IL 60108	X			

Signatures

Michelle Henry, Attorney-in-fact	06/14/2012
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Common Stock acquired by conversion of Restricted Stock Units pursuant to the Director's retirement benefits election in his Deferred Stock Plan.
 - (2) Transfer of shares to Richard C. Alberding TTEE, Richard C. Alberding Revocable Trust U/A dtd 01/04/2005
 - (3) Each restricted stock unit represents a contingent right to receive one share of PCTEL stock
The restricted stock vested on various grant dates as previously reported. Includes additional restricted stock units acquired as a result of
 - (4) dividend equivalents issued by the Company. The restricted stock units are being delivered to Director pursuant to the terms of his Deferred Stock Plan and Director's last properly submitted Election Form.

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.