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PC TEL INC  
Form S-8  
July 03, 2006

As filed with the Securities and Exchange Commission on July 3, 2006  
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT

UNDER  
THE SECURITIES ACT OF 1933

PCTEL, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

8725 W. HIGGINS ROAD  
CHICAGO, ILLINOIS 60631

77-0364943

(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

(ADDRESS OF PRINCIPAL  
EXECUTIVE OFFICES)

(I.R.S. EMPLOYER  
IDENTIFICATION NUMBER)

1997 STOCK PLAN

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)

Copies to:  
DOUGLAS H. COLLOM, ESQ.  
LANCE E. BRADY, ESQ.  
WILSON SONSINI GOODRICH & ROSATI  
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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	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE
-----			
Common Stock (\$0.001 par value) to be issued under the 1997 Stock Plan.....	717,711	\$ 8.64(1)	\$ 6,201,023.0
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(1) The exercise price of \$8.64 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 June 29, 2006.

With respect to the Shares hereby registered under the 1997 Stock 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), Registration Statement on Form S-8 as filed with the Commission on February 9, 2004 (File No. 333-112621), Registration Statement on Form S-8 as filed with the Commission on January 18, 2005 (File No. 333-122117), and Registration Statement on Form S-8 as filed with the Commission on January 13, 2006 (File No. 333-131020) 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.

On June 5, 2006, the Registrant's stockholders approved the amendment and restatement of the 1997 Stock Plan. As amended and restated, the 1997 Stock Plan provides that the maximum aggregate number of shares with respect to which awards may be made under the 1997 Stock Plan after the effective date of the amendment and restatement is the sum of (a) 2,300,000 shares, plus (b) any shares returned (or that would have otherwise returned) to the 1997 Stock Plan on or after the date of approval by the Registrant's Board of Directors (the "Board") of the amendment and restatement of the 1997 Stock Plan as a result of termination of options or repurchase of shares issued under such plan prior to the date of the Board's approval of the amendment and restatement of the 1997 Stock Plan, plus (c) any shares returned (or that would have otherwise returned) to the Registrant's 1998 Director Option Plan on or after the date of the Board's approval of the amendment and restatement of the 1997 Stock Plan as a result of termination of options or repurchase of shares issued under such plan.

At the time of the approval of the 1997 Stock Plan by the Registrant's stockholders, there were 1,582,289 shares of the Registrant's Common Stock that had been previously registered under the Prior Form S-8s and that were available for issuance under the 1997 Stock Plan. The Registrant is registering an additional 717,711 shares (the difference between the 2,300,000 share number set forth in the amended and restated 1997 Stock Plan and the 1,582,289 previously

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registered and available shares at the effective date of the amended and restated 1997 Stock Plan) of its Common Stock under this Registration Statement all of which are reserved for issuance under the Registrant's 1997 Stock Plan. Under the Prior Form S-8s, the Registrant previously registered an aggregate of 10,169,952 shares of its Common Stock for issuance under the 1997 Stock Plan.

\* \* \* \* \*

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits.  
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Exhibit No. -----	Description -----
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, P.C.
10.54*	1997 Stock Plan, as amended and restated March 16, 2006
23.1	Consent of Independent Registered Public Accounting Firm
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 Registrant's Current Report on Form 8-K filed June 9, 2006.

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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 3rd day of July, 2006.

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.

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 -----	DATE ----
/s/ Martin H. Singer ----- Martin H. Singer	Chairman of the Board, Chief Executive Officer (Principal Executive Officer) and Director	July 3, 200
/s/ John W. Schoen ----- John W. Schoen	Chief Financial Officer (Principal Financial and Accounting Officer)	July 3, 200
/s/ Richard C. Alberding ----- Richard C. Alberding	Director	July 3, 200
/s/ Steven D. Levy ----- Steven D. Levy	Director	July 3, 200
/s/ Giacomo Marini ----- Giacomo Marini	Director	July 3, 200
/s/ Brian J. Jackman ----- Brian J. Jackman	Director	July 3, 200
/s/ Carl A. Thomsen ----- Carl A. Thomsen	Director	July 3, 200
/s/ John R. Sheehan ----- John R. Sheehan	Director	July 3, 200

