

PC TEL INC
Form DEF 14A
April 23, 2002

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SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. __)**

Filed by the Registrant
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Check the appropriate box:

Preliminary Proxy Statement
 Confidential,
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Commission Only
(as permitted by
Rule 14a-6(e)(2)) Definitive
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Statement
 Additional
Material
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Material Pursuant
to sec.
240.14a-11(c) or
sec. 240.14a-12

PCTEL, INC.

(Name of Registrant as Specified In Its Charter)

PCTEL, INC.

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

Fee not required.

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

**Wednesday, May 29, 2002
10:00 a.m.**

To Our Stockholders:

The 2002 Annual Meeting of Stockholders of PCTEL, Inc., a Delaware corporation, will be held on Wednesday, May 29, 2002 at 10:00 a.m. local time at our headquarters, located at 1331 California Circle, Milpitas, California, for the following purposes:

1. To elect three directors whose terms will expire at the 2005 annual stockholders meeting of Stockholders; and
2. To transact such other business as may properly come before the meeting or any adjournment thereof.

The foregoing items of business are more fully described in the proxy statement accompanying this notice. Only stockholders of record at the close of business on April 19, 2002 are entitled to notice of and to vote at the meeting.

All stockholders are cordially invited to attend the meeting in person. However, to assure your representation at the meeting, you are urged to mark, sign, date and return the enclosed proxy as promptly as possible in the postage-prepaid envelope enclosed for that purpose. Any stockholder attending the meeting may vote in person even if he or she previously has returned a proxy.

Sincerely,

MARTIN H. SINGER
*Chief Executive Officer and
Chairman of the Board of Directors*

Milpitas, California
April 24, 2002

YOUR VOTE IS IMPORTANT.

PLEASE SUBMIT YOUR PROXY AS PROMPTLY AS POSSIBLE BY FOLLOWING THE INSTRUCTIONS ON THE ENCLOSED PROXY CARD.

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PCTEL, INC.

**PROXY STATEMENT FOR THE
2002 ANNUAL MEETING OF STOCKHOLDERS**

GENERAL INFORMATION

The board of directors of PCTEL, Inc. is soliciting proxies for the 2002 Annual Meeting of Stockholders. This proxy statement contains important information for you to consider when deciding how to vote on the matters brought before the meeting. Please read it carefully.

Our board of directors has set April 19, 2002 as the record date for the meeting. Stockholders who owned our common stock at the close of business on April 19, 2002 are entitled to vote at and attend the meeting, with each share entitled to one vote. There were 20,018,732 shares of our common stock outstanding on the record date. On the record date, the closing price of our common stock on The Nasdaq National Stock Market was \$8.531 per share.

This proxy statement is being mailed on or about April 24, 2002 to stockholders entitled to vote at the meeting.

In this proxy statement:

We and PCTEL mean PCTEL, Inc.

If you hold shares in street name, it means that your shares are held in an account at a brokerage firm and the stock certificates and record ownership are not in your name.

NASD means the National Association of Securities Dealers.

SEC means the Securities and Exchange Commission.

Beneficial ownership of stock is defined under various SEC rules in different ways for different purposes, but it generally means that, although you (or the person or entity in question) do not hold the shares of record in your name, you do have investment or voting control (and/or an economic or pecuniary interest) in the shares through an agreement, relationship or the like.

QUESTIONS AND ANSWERS

Q: When and where is the stockholder meeting?

A: Our annual meeting of stockholders is being held on Wednesday, May 29, 2002 at 10:00 a.m. at our headquarters, located at 1331 California Circle, Milpitas, California.

Q: Why am I receiving this proxy statement and proxy card?

A: You are receiving this proxy statement and the accompanying proxy card because you owned shares of our common stock on the record date. This proxy statement describes issues on which we would like you, as a stockholder, to vote. It also gives you information on these issues so that you can make an informed decision. The proxy card is used for voting.

Q: What is the effect of signing and returning my proxy card?

A: When you sign and return the proxy card, you appoint John Schoen and Martin H. Singer as your representatives at the meeting. Messrs. Schoen and Singer will vote your shares at the meeting as you have instructed them on the proxy card. This way, your shares will be voted whether or not you attend the annual meeting. Even if you plan to attend the meeting, it is a good idea to complete, sign and return your

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proxy card or vote via the Internet or telephone in advance of the meeting just in case your plans change. You can vote in person at the meeting even if you have already sent in your proxy card.

If an issue comes up for a vote at the meeting that is not described in this proxy statement, Mr. Schoen and Mr. Singer will vote your shares, under your proxy, in their discretion.

If you do not indicate on the proxy card how you want your votes cast, the proxies (as your representatives) will vote your shares FOR all of management's nominees for directors.

Q: What am I voting on?

A: You are being asked to vote on the election of three nominees to serve on our board of directors until the terms expire at the 2005 annual stockholders' meeting.

Q: How do I vote?

A: There are four methods by which you may vote. Please see the detailed instructions provided on your proxy card for more information on each method.

Place your vote by telephone;

Place your vote via the Internet;

Mail in your completed, signed and dated proxy card; or

Vote in person by attending our annual meeting.

Q: What does it mean if I receive more than one proxy card?

A: It means that you have multiple accounts with the transfer agent and/or with stockbrokers. Please sign and return all proxy cards to ensure that all of your shares are voted.

Q: What if I change my mind after I return my proxy card?

A: You may revoke your proxy (that is, cancel it) and change your vote at any time prior to the voting at the annual meeting by providing written notice to our corporate secretary at the following address: 1331 California Circle, Milpitas, California 95035, Attn: John Schoen.

You may also do this by:

Signing another proxy card with a later date;

Voting in person at the meeting; or

Voting via the Internet or by telephone on a date after the date on your proxy card (your latest proxy is counted).

Q: Will my shares be voted if I do not sign and return my proxy card?

A: If your shares are held in street name, your brokerage firm may either vote your shares on routine matters (such as the election of directors) or leave your shares unvoted. Your brokerage firm may not vote on non-routine matters.

Q: How many votes may be cast at the meeting?

A: As of the record date, 20,018,732 shares of common stock were outstanding. Each outstanding share of common stock entitles the holder of such share to one vote on all matters covered in this proxy statement. Therefore, there are a maximum of 20,018,732 votes that may be cast at the meeting.

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Q: What is a quorum ?

A: A quorum is the number of shares that must be present, in person or by proxy, in order for business to be transacted at the meeting. The required quorum for the annual meeting is a majority of the shares outstanding on the record date. There must be a quorum present for the meeting to be held. All completed and signed proxy cards, Internet votes, telephone votes and votes cast by those stockholders who attend the annual meeting in person, whether representing a vote FOR, AGAINST, WITHHELD, ABSTAINED, or a broker non-vote, will be counted toward the quorum.

Q: How are abstentions counted?

A: If you return a proxy card that indicates an abstention from voting in all matters, the shares represented will be counted as present for the purpose of determining a quorum, but they will not be voted on any matter at the annual meeting.

Q: What is a broker non-vote?

A: Under the rules that govern brokers who have record ownership of shares that are held in street name for their clients (who are the beneficial owners of the shares), brokers have the discretion to vote such shares on routine matters, but not on non-routine matters. Thus, if the proposals to be acted upon at the meeting include both routine and non-routine matters, the broker may turn in a proxy card for uninstructed shares that votes FOR routine matters, but expressly states that the broker is NOT voting on the non-routine matters. The vote with respect to the non-routine matter in this case is referred to as a broker non-vote.

Q: How are broker non-votes counted?

A: Broker non-votes are counted for the purpose of determining the presence or absence of a quorum, but are not counted for determining the number of votes cast for or against a proposal.

Q: What is the required vote for the proposal to elect directors to pass?

A: The three nominees receiving the highest number of votes, in person or by proxy, will be elected as directors.

Q: Who is soliciting my vote?

A: We are making and will bear the entire cost of this proxy solicitation, including the preparation, assembly, printing and mailing of proxy materials. We may reimburse brokerage firms and other custodians for their reasonable out-of-pocket expenses for forwarding these proxy materials to you. We expect our transfer agent, Wells Fargo Bank, MN N.A., to tabulate the proxies and to act as inspector of the election. In addition to this solicitation by mail, proxies may be solicited by our directors, officers and other employees by telephone, the Internet or fax, in person or otherwise. None of these persons will receive any additional compensation for assisting in the solicitation.

We shall provide without charge to each stockholder solicited by these proxy solicitation materials a copy of our Annual Report on Form 10-K, together with the financial statements and financial statement schedules required to be filed with the Annual Report, upon written request sent to PCTEL, Inc., 1331 California Circle, Milpitas, California 95035, Attn: John Schoen, Chief Financial Officer.

Deadline for Receipt of Stockholder Proposals for 2003 Annual Meeting

Stockholders are entitled to present proposals for action at a forthcoming meeting if they comply with the requirements of the proxy rules promulgated by the SEC. Proposals of stockholders intended to be presented for consideration at our 2003 annual meeting of stockholders must be received by us no later than December 26, 2002 in order that they may be considered for inclusion in the proxy statement and form of proxy relating to that meeting.

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The attached proxy card grants the proxy holders discretionary authority to vote on any matter raised at the annual meeting. If you intend to submit a proposal at the 2003 annual meeting that is not eligible for inclusion in the proxy statement and form of proxy relating to that meeting, you must do so no later than March 10, 2003. If you fail to comply with the foregoing notice provision, the proxy holders at the 2003 annual meeting will be allowed to use their discretionary voting authority when the proposal is raised at that meeting.

SUMMARY OF PROPOSAL

The board of directors has included one proposal on the agenda for our annual meeting. The following is a brief summary of the matters to be considered and voted upon by our stockholders.

Election of Directors

We have a classified board of directors that currently consists of seven directors. Each director serves a three year term. The sole proposal on the agenda for our annual meeting is the election of three Class III directors to serve until our 2005 annual meeting. Our board of directors has nominated Giacomo Marini, Martin H. Singer and Richard D. Gitlin to serve as our Class III directors. Additional information about the election of directors and a brief biography of each nominee begins in the section below.

Our board recommends a vote for each of the three nominees.

Other Matters

Other than the proposal listed above, our board of directors does not intend to present any other matters to be voted on at the meeting. Our board is not currently aware of any other matters that will be presented by others for action at the meeting. However, if other matters are properly presented at the meeting and you have signed and returned your proxy card or voted on the Internet or by telephone, the proxies will have discretion to vote your shares on these matters to the extent authorized under the Exchange Act.

ELECTION OF DIRECTORS

Nominees

We have a classified board of directors currently consisting of two Class I directors, Peter Chen and Brian J. Jackman, whose terms shall expire at our 2003 annual stockholders meeting; two Class II directors, Richard C. Alberding and Carl A. Thomsen, whose terms shall expire at our 2004 annual stockholders meeting; and three Class III directors, Mike Min-Chu Chen, Giacomo Marini and Martin H. Singer, whose terms shall expire at our 2002 annual stockholders meeting. At each annual meeting of stockholders, directors are elected for a term of three years to succeed those directors whose terms expire on the annual meeting dates.

In October 2001, William F. Roach resigned as our president and chief executive officer, and as a member of our board of directors. We would like to thank Mr. Roach for his service and counsel as our president and chief executive officer and as a director.

In addition, Mike Min-Chu Chen will resign from our board after our annual stockholders meeting. We would also like to thank Mr. Chen for his services and counsel as a director.

The nominees for election at the annual stockholders meeting as Class III directors are Giacomo Marini, Martin H. Singer and Richard D. Gitlin. Mr. Gitlin is nominated as the successor to Mike Min-Chu Chen. If elected, Mr. Marini, Mr. Singer and Mr. Gitlin will serve as directors whose terms shall expire at the annual stockholders meeting in 2005.

The proxy holders may not vote the proxies for a greater number of persons than the number of nominees named. Unless otherwise instructed, the proxy holders will vote the proxies received by them for our three Class III director nominees. In the event that any of our nominees is unable or declines to serve as a director

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at the time of the annual meeting, the proxies will be voted for any nominee who shall be designated by the present board of directors to fill the vacancy. We are not aware that any of our nominees will be unable or will decline to serve as a director. In the event that additional persons are nominated for election as directors, the proxy holders intend to vote all proxies received by them in such a manner as will assure the election of as many of the nominees as possible and, in such event, the specific nominees to be voted for will be determined by the proxy holders.

Directors and Nominees

The following table sets forth certain information regarding our current directors and nominees for directors to be elected at our 2002 annual stockholders meeting:

Name	Age	Position with PCTEL	Director Since
Class I directors whose terms expire at the 2003 annual stockholders meeting:			
Peter Chen	47	Director	1994
Brian J. Jackman	61	Director	2002
Class II directors whose terms expire at the 2004 annual stockholders meeting:			
Richard C. Alberding	71	Director	1999
Carl A. Thomsen	57	Director	2001
Class III director nominees to be elected at the 2002 annual stockholders meeting whose terms shall expire at the 2005 annual stockholders meeting:			
Richard D. Gitlin	59	Director Nominee	n/a
Giacomo Marini	50	Director	1996
Martin H. Singer	50	Chief Executive Officer and Chairman of the Board of Directors	1999

Mr. Peter Chen is one of our co-founders and served as our chief executive officer from our inception in March 1994 until February 2001. Since May 2001, Mr. Chen has been chief executive officer and chairman of the board of directors of Silicon Data, a gateway communications company that he founded. Mr. Chen has over 15 years experience in data communications and modem development at Digicom Systems (a company which he co-founded), Cermetek, and Anderson-Jacobson, all data communications companies. Mr. Chen holds a bachelor of science in control engineering from National Chiao-Tung University, Taiwan, and a master of science in electrical engineering from Arizona State University. Mr. Chen resigned as our chief executive officer and as our chairman of the board in February 2001, and he is now our honorary chairman of the board.

Mr. Brian J. Jackman has been a director since February 2002. Mr. Jackman recently retired from Tellabs, a communications company that he had been with since 1982. Mr. Jackman served as president, Global Systems and Technology, and executive vice president of Tellabs since 1998, and he was president of Tellabs Operations from 1993 to 1998. Mr. Jackman held various senior management positions in sales and marketing for IBM from 1965 to 1982. He is currently on the boards of directors of Tellabs and Stratos Lightwave. Mr. Jackman holds a bachelor of arts in English literature from Gannon University in Erie, Pennsylvania and a masters in business administration from Penn State University.

Mr. Richard C. Alberding has been a director since August 1999. Mr. Alberding retired from Hewlett-Packard, then a computer, peripherals and measurement products company, in June 1991, serving at that time as an executive vice president with responsibility for worldwide company sales, support and administration activities for measurement and computation products, as well as all corporate level marketing activities. Mr. Alberding is a director of Kennametal, DMC Stratex Networks, Sybase and Walker Interactive Systems. Mr. Alberding holds a bachelor of arts in business administration/ marketing from Augusta College in Rock

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Illinois, and an associate of science degree in electrical engineering from DeVry Technical Institute in Chicago.

Mr. Carl A. Thomsen has been a director since March 2001. Since February 1995 Mr. Thomsen has served in a variety of positions with DMC Stratex Networks, a manufacturer of wireless communication equipment. Currently, he serves as its senior vice president, chief financial officer and corporate secretary. Mr. Thomsen holds a bachelor of science in business administration from Valparaiso University and a masters in business administration from the University of Michigan. He is also a certified public accountant.

Dr. Richard D. Gitlin is a nominee for election at the annual meeting. Since November 2001 Dr. Gitlin has served as chief technological officer at NEC USA, C&C Research Labs. Prior to this, Dr. Gitlin was a visiting professor of electrical engineering at Columbia University, and an adjunct professor of electrical engineering at Princeton University. Dr. Gitlin was also with Lucent Technologies, a global communications networking company, for thirty-two years. At Lucent, Dr. Gitlin held several senior executive positions, including chief technical officer and vice president of research and development for the data networking systems business unit. Dr. Gitlin also served as senior vice president for communication sciences research at Bell Labs, with responsibility for managing and leading research in wireless systems, broadband and optical networking, multimedia communications and access technologies. He holds a doctorate in engineering science from Columbia University.

Mr. Giacomo Marini has been a director since October 1996. Since March 1995 Mr. Marini has served as chairman and president of MK Group LLC, a private investment and management consulting business that invests in and advises high technology companies. From February 1998 to February 1999 Mr. Marini also served as interim chief executive officer of FutureTel, a digital video capture company. From August 1993 to February 1995, Mr. Marini served as president and chief executive officer of Common Ground Software (formerly No Hands Software), an electronic publishing software company. Prior to this, Mr. Marini was the co-founder, executive vice-president and chief operating officer of Logitech, a computer peripherals company, and had previously held technical and management positions with Olivetti and IBM. He is currently on the boards of several private companies. Mr. Marini holds a computer science laureate degree from the University of Pisa, Italy.

Dr. Martin H. Singer has been our chief executive officer and chairman of the board since October 2001. Prior to that, Dr. Singer had served as our non-executive chairman of the board since February 2001 and as a director since August 1999. From October 2000 to May 2001, Dr. Singer served as president and chief executive officer of Ultra Fast Optical Systems. From December 1997 to August 2000, Dr. Singer served as president and chief executive officer of SAFCO Technologies, a wireless communications company. He left SAFCO in August 2000 after its sale to Agilent Technologies. From September 1994 to December 1997, Dr. Singer served as vice president and general manager of the wireless access business development division for Motorola, a communications equipment company. Prior to this period, Dr. Singer held senior management and technical positions in Motorola, Tellabs, AT&T and Bell Labs. Dr. Singer holds a bachelor of arts in psychology from the University of Michigan, and a Master of Arts and a Ph.D. in experimental psychology from Vanderbilt University.

Vote Required and Board of Directors Recommendation

If a quorum is present and voting, the three nominees receiving the highest number of votes will be elected to the board of directors. Abstentions and broker non-votes are not counted in the election of directors. **The board of directors has unanimously approved the director nominees and recommends that stockholders vote FOR the election of the director nominees listed above.**

Board and Committee Meetings

Our board of directors held a total of eight meetings during fiscal 2001. The board of directors has an audit committee and a compensation committee. Each member of the audit committee is independent (as defined in Rule 4200(a)(15) of the NASD listing standards). The board of directors has no nominating committee or any committee performing such functions. During our last fiscal year, each of our directors

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attended at least 75% of the total number of meetings of the board of directors and any committee on which such director served.

Committee	Members During Fiscal 2001	Committee Functions	Date Written Charter Adopted	Meetings Held in Fiscal 2001
Audit	Richard Alberding Giacomo Marini Carl Thomsen Mike Min-Chu Chen*	Oversees our internal financial reporting and accounting controls Consults with and reviews the services provided by our independent public accountants	March 13, 2000	Seven
Compensation	Richard Alberding Peter Chen Giacomo Marini	Reviews and recommends to the board of directors the compensation and benefits of all of our officers and directors, including stock compensation and loans Establishes and reviews general policies relating to the compensation and benefits of our employees	March 13, 2000	Five

* Mr. Chen's tenure as a director and member of the audit committee will terminate at the 2002 annual stockholders' meeting.

Compensation of Directors

Directors currently receive a yearly retainer of \$12,500 and receive \$2,500 per board meeting attended and \$1,000 per committee meeting attended, however if a board meeting is conducted by teleconference directors receive \$1,000 for each such meeting in which they participate. Our 1998 director option plan provides for the non-discretionary, automatic grant of options to each of our non-employee directors. Each new non-employee director is automatically granted an option to purchase 15,000 shares on the date on which such person first becomes a director. These initial grants vest over a period of three years, with one-third of the number of shares granted vesting on each anniversary of the date of grant, provided that the optionee continues to serve as a director on these dates. Furthermore, each non-employee director is automatically granted an additional option to purchase 7,500 shares of common stock on January 1 of each year, provided that he or she has served on the board of directors for at least six months. These subsequent grants vest fully on the first anniversary of the date of grant, provided that the optionee continues to serve as a director on such date. Under the terms of the director option plan, the exercise price of options granted to nonemployee directors must be 100% of the fair market value of our common stock on the date of grant.

Please see "Certain Relationships and Related Transactions" beginning on page 16 for a description of our consulting arrangement with Martin Singer entered into in February 2001 in connection with his appointment as non-executive chairman of our board of directors, under which we paid Mr. Singer an aggregate of \$201,083 between February 2001 and October 2001 when Mr. Singer became our president and chief executive officer. Mr. Singer was also granted options to purchase common stock in his capacity as a consultant and in connection with his February 2001 appointment as non-executive chairman of our board of directors.

Compensation Committee Interlocks and Insider Participation

During fiscal 2001, none of the members of the compensation committee were officers or employees of PCTEL while they served as members of the compensation committee. Please note that Peter Chen became a member of the compensation committee on February 15, 2001 after his resignation as our chief executive officer. No member of the compensation committee serves as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving as a member of our board of directors or compensation committee.

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The following table sets forth certain information regarding the beneficial ownership of our common stock as of March 15, 2002 by:

each stockholder known by us to beneficially own more than 5% of our common stock;

each of our directors, including director nominees;

each of our executive officers named in the summary compensation table on page 10; and

all of our directors and executive officers as a group, including director nominees.

Beneficial ownership is determined based on the rules of the SEC. Percent of beneficial ownership is based upon 20,000,170 shares of our common stock outstanding as of March 15, 2002. In addition, shares of common stock subject to options that are exercisable as of March 15, 2002 or will become exercisable on or before May 14, 2002, 60 days subsequent to March 15, are treated as outstanding and to be beneficially owned by the person holding the options for the purpose of computing the percentage ownership of person and are listed below under the

Number of Shares Underlying Options column below, but those option shares are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, we believe the stockholders listed below have sole voting or investment power with respect to all shares listed beside each stockholder's name, subject to applicable community property laws.

Beneficial Owners	Number of Shares Beneficially Owned	Number of Shares Underlying Options	Total Shares Beneficially Owned	Percent of Shares Beneficially Owned(%)
5% Stockholders				
Royce & Associates, Inc. 1414 Avenue of the Americas New York, NY 10019(1)	1,956,900		1,956,900	9.78%
Cannell Capital LLC 150 California Street, Fifth Floor San Francisco, CA 94111(2)	1,704,900		1,704,900	8.52%
Dimensional Fund Advisors Inc. 1299 Ocean Avenue, 11th Floor Santa Monica, CA 90401(3)	1,135,704		1,135,704	5.68%
Wellington Management Company, LLP 75 State Street Boston, Massachusetts 02109(4)	1,121,200		1,121,200	5.61%
Directors and Current Named Executive Officers				
Martin Singer(5)	76,000	105,833	181,833	*
Mark Wilson		69,376	69,376	*
Peter Chen(6)	438,329	206,976	645,305	3.19%
Brian J. Jackman				
Richard C. Alberding		17,500	17,500	*
Carl A. Thomsen		5,000	5,000	*
Richard D. Gitlin(7)				
Giacomo Marini	31,321	15,000	46,321	*
Mike Min-Chu Chen(8)	182,178	15,000	197,178	*
All directors, director nominees and current executive officers as a group (11 persons)	757,828	479,685	1,237,513	6.04%

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Beneficial Owners	Number of Shares Beneficially Owned	Number of Shares Underlying Options	Total Shares Beneficially Owned	Percent of Shares Beneficially Owned(%)
<i>Other Named Executive Officers (Former Executive Officers)</i>				
William F. Roach		371,375	371,375	1.82%
Andrew D. Wahl	42,043	98,876	140,919	*
Navin Rao		54,299	54,299	*

* Less than 1% of the outstanding shares of common stock.

- (1) Information with respect to the number of shares beneficially owned is based solely on the Schedule 13G filed with the SEC by Royce & Associates, Inc. on February 11, 2002. Royce & Associates, Inc., in its capacity as an investment advisor, possesses sole dispositive control and voting power over such shares, which are held of record by its clients.
- (2) Information with respect to the number of shares beneficially owned is based solely on the Schedule 13G/ A filed with the SEC by Cannell Capital, LLC, J. Carlo Cannell, The Anegada Fund Limited, The Cuttyhunk Fund Limited, Tonga Partners, L.P., GS Cannell Portfolio, LLC, Pleiades Investment Partners, L.P. and George S. Sarlo 1995 Charitable Remainder Trust on February 14, 2002. Cannell Capital, LLC, in its capacity as an investment advisor, possesses shared dispositive control and shared voting power over such shares, which are held of record by its clients. J. Carlo Cannell is the managing member and majority owner of Cannell Capital and, as a consequence, is deemed to control Cannell Capital and is thereby deemed to beneficially own such shares.
- (3) Information with respect to the number of shares beneficially owned is based solely on the Schedule 13G/ A filed with the SEC by Dimensional Fund Advisors on February 12, 2002. Dimensional Fund Advisors Inc., in its capacity as an investment advisor, possesses sole dispositive control and voting power over such shares which are held of record by its clients. Dimensional disclaims beneficial ownership of such securities.
- (4) Information with respect to the number of shares beneficially owned is based solely on the Schedule 13G/ A filed with the SEC by Wellington Management Company, LLP on February 12, 2002. Wellington Management Company, LLP, in its capacity as an investment adviser, possesses shared dispositive control over such shares which are held of record by its clients and also possesses shared voting power over 664,100 of such shares.
- (5) Includes 1,000 shares of common stock held by Mr. Singer's family trust.
- (6) Includes 1,018 shares held by Mr. Chen and his wife as community property and 9,250 shares and 1,250 shares held by Mr. Chen's minor children.
- (7) Mr. Gitlin is a Class III director nominee to be elected at our 2002 annual stockholders' meeting.
- (8) Mr. Chen's term as a director shall expire at our 2002 annual stockholders' meeting.

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The following table presents the compensation earned, awarded or paid for services rendered to us in all capacities for the fiscal years ended December 31, 2001, 2000 and 1999, respectively, by our chief executive officer and our other executive officers whose salary and bonus for fiscal 2001 exceeded \$100,000 and any other individual who served as an executive officer of PCTEL during such fiscal year. We refer to such individuals elsewhere in this proxy as named executive officers. Bonuses for a given fiscal year include bonuses earned and paid in that fiscal year as well as bonuses earned in that fiscal year but paid in subsequent years. No dividends will be paid on any of the shares of restricted stock granted to the named executive officers as described below.

Summary Compensation Table

Name and Principal Position	Fiscal Year	Annual Compensation		Long-Term Compensation Awards		
		Salary(\$)	Bonus(\$)	Restricted Stock Awards (\$)(1)	Securities Underlying Options(#)	All Other Compensation (\$)
<i>Current Executive Officers</i>						
Martin H. Singer(1) Chief Executive Officer	2001	\$ 72,660(6)	\$ 125,000	\$ 499,500(7)	300,000(10)	\$ 25,015(11)
	2000					
	1999					
Mark D. Wilson Vice President, Marketing	2001	\$ 186,000	\$	\$	100,000	\$ 9,180(12)
	2000	85,962	24,750		100,000	4,358
	1999					
<i>Former Executive Officers</i>						
Peter Chen(2) Chief Executive Officer	2001	\$ 34,788	\$	\$		\$ 246,640(13)
	2000	265,000	251,595		100,000	13,365
	1999	199,167	101,112		60,000	132
William F. Roach(3) President and Chief Executive Officer	2001	\$ 241,042	\$	\$ 594,000(8)	289,000	\$ 102,475(14)
	2000	250,000	294,595		65,000	9,258
	1999	104,167	45,680		400,000	107
Andrew D. Wahl(4)	2001	\$ 192,708	\$	\$	107,000	\$