

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>CARANO BANDEL L</u> (Last) (First) (Middle) <u>C/O OAK INVESTMENT PARTNERS</u> <u>ONE GORHAM ISLAND</u> (Street) <u>WESTPORT CT 06880</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WIRELESS FACILITIES INC [WFII]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Director Option (Right to Buy)	\$14.86	01/02/2004		A		20,000		01/02/2004 ⁽¹⁾	01/02/2014	Common Stock	20,000	(2)	20,000	D ⁽³⁾

1. Name and Address of Reporting Person*
CARANO BANDEL L
 (Last) (First) (Middle)
C/O OAK INVESTMENT PARTNERS
ONE GORHAM ISLAND
 (Street)
WESTPORT CT 06880
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
OAK INVESTMENT PARTNERS VI LP
 (Last) (First) (Middle)
ONE GORHAM ISLAND
 (Street)
WESTPORT CT 06880
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
OAK VI AFFILIATES FUND LP
 (Last) (First) (Middle)
ONE GORHAM ISLAND

(Street)
WESTPORT CT 06880

(City) (State) (Zip)

1. Name and Address of Reporting Person*
OAK INVESTMENT PARTNERS IX L P

(Last) (First) (Middle)
ONE GORHAM ISLAND

(Street)
WESTPORT CT 06880

(City) (State) (Zip)

1. Name and Address of Reporting Person*
OAK IX AFFILIATES FUND LP

(Last) (First) (Middle)
ONE GORHAM ISLAND

(Street)
WESTPORT CT 06880

(City) (State) (Zip)

1. Name and Address of Reporting Person*
OAK IX AFFILIATES FUND A LP

(Last) (First) (Middle)
ONE GORHAM ISLAND

(Street)
WESTPORT CT 06880

(City) (State) (Zip)

1. Name and Address of Reporting Person*
OAK INVESTMENT PARTNERS X LTD PARTNERSHIP

(Last) (First) (Middle)
ONE GORHAM ISLAND

(Street)
WESTPORT CT 06880

(City) (State) (Zip)

1. Name and Address of Reporting Person*
OAK X AFFILIATES FUND LP

(Last) (First) (Middle)
ONE GORHAM ISLAND

(Street)
WESTPORT CT 06880

(City) (State) (Zip)

Explanation of Responses:

- 1. The Director Option became exercisable as to 417 shares on January 2, 2004 and the remainder becomes exercisable in equal monthly installments thereafter until the 48-month anniversary thereof.
- 2. Not applicable
- 3. Includes Director Option to purchase 19,684 shares of Common Stock, which is held by Bandel L. Carano on behalf of Oak Investment Partners X, Limited Partnership ("Oak X, L.P.") and Director Option to purchase 316 shares of Common Stock, which is held by Mr. Carano on behalf of Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates, L.P."). Mr. Carano is a Managing Member of Oak Associates X, L.L.C., the General Partner of Oak X, L.P. and a Managing Member of Oak X Affiliates, L.L.C., the General Partner of Oak X Affiliates, L.P.

Remarks:

Remarks: On March 8, 2004, Oak Investment Partners VI, L.P. ("Oak VI, L.P."), Oak VI Affiliates Fund, Limited Partnership ("Oak VI Affiliates, L.P."), Oak Investment Partners IX, Limited Partnership, ("Oak IX, L.P."), Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates, L.P."), Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Affiliates-A, L.P."), Oak X, L.P. and Oak X Affiliates, L.P. ceased to be reporting persons because they were no longer subject to Section 16, as they were no longer 10% owners.

<u>Bandel L. Carano, Managing Member of Oak Associates VI, L.L.C., the General Partner of Oak Investment Partners VI, Limited Partnership</u>	<u>02/14/2005</u>
<u>Bandel L. Carano, Managing Member of Oak VI Affiliates, L.L.C., the General Partner of Oak VI Affiliates Fund, Limited Partnership</u>	<u>02/14/2005</u>
<u>Bandel L. Carano, Managing Member of Oak Associates IX, L.L.C., the General Partner of Oak Investment Partners IX, Limited Partnership</u>	<u>02/14/2005</u>
<u>Bandel L. Carano, Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Affiliates Fund, Limited Partnership</u>	<u>02/14/2005</u>
<u>Bandel L. Carano, Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Affiliates Fund - A, Limited Partnership</u>	<u>02/14/2005</u>
<u>Bandel L. Carano, Managing Member of Oak Associates X, L.L.C., the General Partner of Oak Investment Partners X, Limited Partnership</u>	<u>02/14/2005</u>
<u>Bandel L. Carano, Managing Member of Oak X Affiliates, L.L.C., the General Partner of Oak X Affiliates Fund, Limited Partnership</u>	<u>02/14/2005</u>

** Signature of Reporting Person Date

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, 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.