

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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

1. Name and Address of Reporting Person* <u>TAYEBI MASSIH</u> (Last) (First) (Middle) <u>4810 EASTGATE MALL</u> (Street) <u>SAN DIEGO CA 92121</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WIRELESS FACILITIES INC [WFTI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2004</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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	03/01/2004		G	252,278 ⁽¹⁾	D	(1)	7,670	I	By GRAT
Common Stock	03/01/2004		G	252,278 ⁽¹⁾⁽²⁾	A	(1)	380,278 ⁽²⁾	I	By Trust
Common Stock	03/01/2004		G	41,571 ⁽⁴⁾	D	(4)	7,670	I	By GRAT
Common Stock	06/28/2004		G	128,000 ⁽³⁾	D	(3)	6,770,438 ⁽³⁾	I	By Trust
Common Stock	08/24/2004		J4	1,559 ⁽⁵⁾	A	\$6.16	6,770,438 ⁽⁵⁾	I	By Trust
Common Stock							687,520	D	
Common Stock							136,992 ⁽⁶⁾	I	By Trust

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Bonafide gift by the reporting person from GRAT, of which the reporting person retained sole voting and dispositive power, to the Habibollah Tayebi Khorami & Belgheys Sarikhani Khorami Trust #2, for the benefit of the reporting persons parents of which the reporting person has sole voting power.
- Shares held by the Habibollah Tayebi Khorami & Belgheys Sarikhani Khorami Trust #2, for the benefit of the reporting persons parents, of which the reporting person has sole voting power.
- Bonafide gift by the reporting person and his spouse from the Unity Trust to the Habibollah Tayebi Khorami & Belgheys Sarikhani Khorami Trust #2, for the benefit of the reporting persons parents, of which the reporting person has sole voting power.
- Bonafide gift by the reporting person through GRAT, of which the reporting person retained sole voting and dispositive power, to family members of the reporting person who do not reside with the reporting person.
- On August 24, 2004, the reporting person received a distribution of issuers common stock from BridgeWest LLC, a private equity fund in which the reporting person is a 39.13% owner. BridgeWest LLC received 349 of such shares in a distribution from Oak IX Affiliates Fund L.P. The remaining 1,210 of such shares were received in a distribution from Oak Investment Partners IX L.P. The shares are held by the reporting person as a trustee of the Unity Trust for the benefit of the reporting person and his spouse with shared voting and dispositive power.
- Shares held by the reporting person as a trustee of the Tayebi Family Irrevocable Trust for the benefit of the reporting persons children.

Remarks:

Massih Tayebi 02/14/2005

** 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.