

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>TAYEBI MASOOD</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 [ wfii ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Executive Chairman</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2004</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	Title	Amount or Number of Shares				
Call Option (Obligation to Sell) <sup>(1)(2)</sup>	\$0 <sup>(1)(2)</sup>	06/01/2004 <sup>(1)(2)</sup>		J <sup>(1)(2)</sup>			342,344 <sup>(1)(2)</sup>	06/01/2007 <sup>(1)(2)</sup>	06/01/2007 <sup>(1)(2)</sup>	Common Stock <sup>(1)(2)</sup>	342,344 <sup>(1)(2)</sup>	\$0 <sup>(1)(2)</sup>	0 <sup>(1)(2)</sup>	I <sup>(1)(2)</sup>	By Trust <sup>(1)(2)</sup>
Put Option (Right to Sell) <sup>(1)(2)</sup>	\$0 <sup>(1)(2)</sup>	06/01/2004 <sup>(1)(2)</sup>		J <sup>(1)(2)</sup>		342,344 <sup>(1)(2)</sup>		06/01/2007 <sup>(1)(2)</sup>	06/01/2007 <sup>(1)(2)</sup>	Common Stock <sup>(1)(2)</sup>	342,344 <sup>(1)(2)</sup>	\$0 <sup>(1)(2)</sup>	0 <sup>(1)(2)</sup>	I <sup>(1)(2)</sup>	By Trust <sup>(1)(2)</sup>

**Explanation of Responses:**

- The terms of the Forward Agreement provide that on June 1, 2007 ( the Reporting Person will deliver to the counterparty to the Forward Agreement a number of shares of common stock :
- (a) if the price per share of common stock, determined in accordance with the terms of Forward Agreement, for the Maturity Date is equal to or less than the Floor Price, the Reporting Person will deliver 342,344 shares;(b) if the Final Price is greater than the Floor Price but less than \$16.2245, the Reporting Person will deliver a number of shares equal to Floor Price x 342,344;if the Final Price is equal to or greater than the Cap Price, the Reporting Person will deliver a number of shares equal to the product of (i) 342,344 x (ii) the sum of Floor Price + (Final Price-Cap Price). In consideration of the Forward Agreement, the Reporting Person received \$3,002,677.89 before expenses and fees.

**Remarks:**

The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 20, 2003. On June 1, 2004, the Masood Tayebi Trust entered into a Variable Prepaid Forward Agreement relating to the forward sale of 342,344 shares of common stock. Pursuant to the Forward Agreement the counterparty to the Forward Agreement sold a total of 342,344 shares of common stock into the public market at a weighted-average per share price equal to \$10.8163.

Masood Tayebi 06/03/2004  
 \*\* 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.