

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>CARANO BANDEL L</u> (Last) (First) (Middle) c/o Oak Investment Partners One Gorham Island (Street) Westport CT 06880 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/30/2001	3. Issuer Name and Ticker or Trading Symbol <u>WIRELESS FACILITIES INC [WFII]</u>	
		4. 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)	5. If Amendment, Date of Original Filed (Month/Day/Year) 11/08/2001
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	14,828	I	See Note ⁽¹⁾
Common Stock	346	I	See Note ⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Director Option to buy Common Stock	(3)	10/30/2011	Common Stock	20,000 ⁽⁴⁾	5	I	See Note ⁽⁴⁾

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)

(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. Represents shares directly owned by Oak Investment Partners VI, Limited Partnership.
2. Represents shares directly owned by Oak VI Affiliates Fund, Limited Partnership.
3. Bandel L. Carano is a director of Wireless Facilities, Inc. On October 30, 2001, Mr. Carano was granted an option to purchase 20,000 shares of Common Stock. The option vests 25% after one year from grant and the remaining shares vest over equal monthly installments until fully vested in October 2004.
4. Represents an option to purchase 19,684 shares held by Bandel L. Carano for the benefit of Oak Investment Partners X, Limited Partnership and an option to purchase 316 shares held by Bandel L. Carano for the benefit of Oak X Affiliates Fund, Limited Partnership.

Remarks:

Remarks Bandel L. Carano is a Director of Wireless Facilities, Inc. Mr. Carano is a Managing Member of Oak Associates VI, L.L.C., the General Partner of Oak Investment Partners VI, Limited Partnership and a Managing Member of Oak VI Affiliates, L.L.C., the General Partner of Oak VI Affiliates Fund, Limited Partnership; a Managing Member of Oak Associates X, L.L.C., the General Partner of Oak Investment Partners X, Limited Partnership; and a Managing Member of Oak X Affiliates, L.L.C., the General Partner of Oak X Affiliates Fund, Limited Partnership. Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such Reporting Person's pecuniary interest in such securities) other than any securities reported herein as being directly owned by such Reporting Person, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of any such securities for purposes of Section 16 or for any other purpose. This amended Form 3 is being filed to report the holdings of Common Stock by Oak Investment Partners VI, Limited Partnership and Oak VI Affiliates Fund, Limited Partnership as indicated in Table I; additionally, the amended Form 3 is being filed to report the ownership of Director Options as indicated in Table II; and to include Oak Investment Partners VI, Limited Partnership and Oak VI Affiliates Fund, Limited Partnership as Reporting Persons.

[Bandel L. Carano](#) [11/05/2003](#)

[Bandel L. Carano, Managing Member of Oak Associates VI, L.L.C., the General Partner of Oak Investment Partners VI, Limited Partnership](#) [11/05/2003](#)

[Bandel L. Carano, Managing Member of Oak VI Affiliates, L.L.C., the General Partner of Oak VI Affiliates Fund, Limited Partnership](#) [11/05/2003](#)

[Bandel L. Carano, Managing Member of Oak Associates X, L.L.C., the General Partner of Oak Investment Partners X, Limited Partnership](#) [11/05/2003](#)

[Bandel L. Carano, Managing Member of Oak X Affiliates, L.L.C., the General Partner of Oak X Affiliates Fund, Limited Partnership](#) [11/05/2003](#)

** 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 5 (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.