

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 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 [WFI]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)	
			3. Date of Earliest Transaction (Month/Day/Year) <u>10/31/2003</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					
Forward Contract (right/obligation to sell)	(1)(2)(3)	10/31/2003		J	(1)(2)(3)	1	(1)(2)(3)	(1)(2)(3)	(1)(2)(3)	Common Stock	313,000	(1)(2)(3)	1	Trust ⁽¹⁾⁽²⁾⁽³⁾

Explanation of Responses:

- On October 31, 2003, the Unity Trust, of which the reporting person and his spouse are joint and sole trustees and beneficiaries (the "Trust") entered into a Forward Purchase Contract (the "Contract") with an unrelated third party ("Buyer") relating to 313,000 shares of Common Stock (the "Contract Amount"). The Contract will be settled on November 3, 2006 (the "Settlement Date"). The Contract specifies a "Threshold Price" of \$21.1701 per share and a "Floor Price" of \$15.1215 per share. On the Settlement Date, the Trust, unless it has elected cash settlement as described in the following sentence, will deliver shares of Common Stock to Buyer as follows: (i) if the "Settlement Value" (a market-based price as determined under the terms of the Transaction) for such settlement date is less than or equal to the Floor Price, the Trust will deliver the Contract Amount (313,000 shares); (continued in Footnote 2)
- (ii) if the Settlement Value is greater than the Floor Price but less than or equal to the Threshold Price, the Trust will deliver a number of shares equal to the product of the Contract Amount and a fraction whose numerator is the Floor Price and whose denominator is the Settlement Value; and (iii) if the Settlement Value is greater than the Threshold Price, the Trust will deliver a number of shares equal to the Contract Amount less the product of the Contract Amount and a fraction whose numerator is the Threshold Price minus the Floor Price and whose denominator is the Settlement Value. In lieu of delivering shares, the Trust may elect cash settlement. (continued in Footnote 3)
- The Contract provides that if the Settlement Value is greater than the Floor Price, the Trust will pay a "physical settlement fee" of the product of \$0.06 times the number of shares delivered divided by the Settlement Value. Pursuant to the Contract, the Trust received \$3,993,723.50 from the Buyer representing the purchase price of the shares subject to the Contract before expenses and fees.

Remarks:

Massih Tayebi 10/08/2004
 ** 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.