

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL 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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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* <b>TAYEBI MASOOD</b>			2. Issuer Name and Ticker or Trading Symbol <b>WIRELESS FACILITIES INC [ WFTI ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman</b>		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2004</b>			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		
<b>4810 EASTGATE MALL</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)					
<b>SAN DIEGO CA 92121</b>								

**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	08/24/2004		J4	1,559 <sup>(1)</sup>	A	\$6.16	6,098,628 <sup>(2)</sup>	I	By MST Trust <sup>(2)</sup>
Common Stock							150,000 <sup>(3)</sup>	I	By MST Children's Trust <sup>(3)</sup>
Common Stock							83,723 <sup>(4)</sup>	I	By MST Children's 1999 Trust <sup>(4)</sup>
Common Stock							646,137 <sup>(5)</sup>	I	By GRAT <sup>(5)</sup>
Common Stock							238,041	I	By GRAT
Common Stock							404,693 <sup>(6)</sup>	I	By Spouse <sup>(6)</sup>
Common Stock							646,137 <sup>(7)</sup>	I	By GRAT <sup>(7)</sup>
Common Stock							2,000,000 <sup>(8)</sup>	I	By Hippocrates Trust <sup>(8)</sup>

**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:**

- 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 trustee of the MST Trust for the benefit of the reporting person.
- Shares held by reporting person as trustee of the MST Trust for the benefit of the reporting person.
- Shares held by the MST Children's Trust for the benefit of the reporting persons children.
- Shares held by the MST Children's 1999 Trust for the benefit of the reporting persons children.
- Shares held by the MT 2001 GRAT for the benefit of the reporting person.
- Shares held by the reporting persons spouse. The reporting person disclaims beneficial ownership in such shares.
- Shares held in the MT 2001 GRAT for the benefit of the reporting persons spouse. The reporting person disclaims beneficial ownership in such shares.
- Shares held in the Hippocrates Trust for the benefit of the reporting persons spouse. The reporting person disclaims beneficial ownership in such shares.

**Remarks:**

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.**