

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>CARANO BANDEL L.</u> (Last) (First) (Middle) <u>C/O OAK INVESTMENT PARTNERS</u> <u>ONE GORHAM ISLAND</u> (Street) <u>WESTPORT CT 06880</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/09/2005</u>	

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			
Common Stock	02/07/2005		D ⁽¹⁾	V	3,278 ⁽¹⁾	D	\$0	3,672,467	I	See Footnote (1)

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
Director Option (Right to Buy)	\$4.95	08/17/2005		A		3,278 ⁽¹⁾		08/17/2005 ⁽³⁾	08/17/2015	Common Stock	3,278	(4)	3,278 ⁽²⁾	D	

Explanation of Responses:

- Represents shares that were inadvertently issued to Oak Investment Partners X, L.P. ("Oak X, L.P.") for Mr. Carano's services on the issuer's Compensation Committee as approved by the Board of Directors on February 7, 2005. The Common shares issued to Mr. Carano on March 2, 2005 were subsequently cancelled on August 16, 2005 and Mr. Carano was issued Common Stock Options in lieu of the Common Stock Grants as set forth in Table II.
- Includes Director Option to purchase 3,226 shares of Common Stock, which is held by Bandel L. Carano on behalf of Oak X, L.P. and Director Option to purchase 52 shares of Common Stock, which is held by Mr. Carano on behalf of Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates, L.P."). Mr. Carano is a Managing Member of Oak Associates X, L.L.C., the General Partner of Oak X, L.P. and a Managing Member of Oak X Affiliates, L.L.C., the General Partner of Oak X Affiliates, L.P.
- The Director Options are fully exercisable as of August 17, 2005.
- Not applicable

Remarks:

Remarks: This Amendment is being filed to properly reflect the securities issued to Mr. Carano's for his services on the issuers Compensation Committee. Oak X, L.P. and Oak X Affiliates, L.P. are not reporting persons on this Form 4 because they are no longer subject to Section 16, as they are no longer 10% owners.

Bandel L. Carano 08/19/2005

** 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.