

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>Clay Carol</u> (Last) (First) (Middle) 4810 EASTGATE MALL (Street) SAN DIEGO CA 92121 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/10/2005	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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;">Vice President</p>	5. If Amendment, Date of Original Filed (Month/Day/Year) 09/20/2004
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
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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			
Employee Stock Options (right-to-buy)	07/14/2005 ⁽¹⁾	07/15/2014	Common Stock	30,000	8.94	D	
Employee Stock Options (right-to-buy)	08/17/2005 ⁽²⁾	08/18/2014	Common Stock	12,500	6.05	D	

Explanation of Responses:

- The stock option was granted to the reporting person under the issuers 1999 Equity Incentive Plan. The stock option vests as to 25% on July 14, 2005 and thereafter as to 1/48th of the total grant amount per month until fully exercisable on July 14, 2008.
- The stock option was granted to the reporting person under the issuers 1999 Equity Incentive Plan. The stock option vests as to 25% on August 17, 2005 and thereafter as to 1/48th of the total grant amount per month until fully exercisable on August 17, 2008.

Remarks:

Carol Clay by Matthew G. Colvin, Attorney-In-Fact 08/10/2005

** 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 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.