

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
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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.

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* BOLD ROCHELLE R			2. Issuer Name and Ticker or Trading Symbol WIRELESS FACILITIES INC [WFI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> _____ Other (specify below) Senior Vice President			
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/30/2005			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			
4810 EASTGATE MALL			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
SAN DIEGO CA 92121									
(City)	(State)	(Zip)							

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			

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					
Employee Stock Options (right-to-buy)	\$12.8	12/30/2005		4D		31,248	(1)	(1)	Common Stock 31,248	\$0	293,752	D	
Employee Stock Options (right-to-buy)	\$6.19	12/30/2005		4A	31,248		12/30/2005 ⁽²⁾	11/17/2013 ⁽²⁾	Common Stock 31,248	\$0	325,000	D	
Employee Stock Options (right-to-buy)	\$12.8	12/30/2005		4D		98,752	(1)	(1)	Common Stock 98,752	\$0	226,248	D	
Employee Stock Options (right-to-buy)	\$6.19	12/30/2005		4A	98,752		12/30/2005 ⁽²⁾	11/17/2013 ⁽²⁾	Common Stock 98,752	\$0	325,000	D	
Employee Stock Option (right-to-buy)	\$11.05	12/30/2005		4D		25,000	(1)	(1)	Common Stock 25,000	\$0	300,000	D	
Employee Stock Options (right-to-buy)	\$6.19	12/30/2005		4A	25,000		12/30/2005 ⁽²⁾	04/08/2014 ⁽²⁾	Common Stock 25,000	\$0	325,000	D	

Explanation of Responses:

- Employee Stock Option grant cancelled as part of a re-pricing of all outstanding employee stock options originally granted by the issuer at exercise prices higher than 120% of the closing market price of issuer's common stock on December 29, 2005, effective December 30, 2005.
- Employee Stock Option granted on December 30, 2005 as part of a re-pricing of all outstanding employee stock options originally granted at prices higher than 120% of issuer's closing market price on December 29, 2005. The vesting of the stock option grant corresponds to that of the original cancelled grant, which was granted on November 17, 2003 and became fully vested on May 18, 2005 as part of an acceleration of vesting by issuer of all outstanding employee stock option grants at exercise prices higher than \$10/share.

Remarks:

Rochelle R. Bold, by Matthew G. Colvin, Attorney-In-Fact 02/13/2006

** 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.