

**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                                 |           |
|--|-----------|
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|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>CARANO BANDEL L</b><br><br>(Last) (First) (Middle)<br><b>C/O OAK INVESTMENT PARTNERS</b><br><b>ONE GORHAM ISLAND</b><br><br>(Street)<br><b>WESTPORT CT 06880</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>WIRELESS FACILITIES INC [ WFII ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/11/2004</b>                  |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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    |   |  |   |
| Common Stock                    | 08/11/2004                           |  | P                              |   | 424,772   | A          | \$5.3625 | 3,668,182   | I  | See Note <sup>(1)</sup>                               |
| Common Stock                    | 08/11/2004                           |  | P                              |   | 6,819   | A          | \$5.3625 | 58,878  | I  | See Note <sup>(2)</sup>                               |
| Common Stock                    | 08/11/2004                           |  | P                              |   | 92,696  | A          | \$5.3625 | 1,401,864   | I  | See Note <sup>(3)</sup>                               |
| Common Stock                    | 08/11/2004                           |  | P                              |   | 988   | A          | \$5.3625 | 14,940  | I  | See Note <sup>(4)</sup>                               |
| Common Stock                    | 08/11/2004                           |  | P                              |   | 2,225   | A          | \$5.3625 | 33,650  | I  | See Note <sup>(5)</sup>                               |
| Common Stock                    | 08/12/2004                           |  | P                              |   | 1,007   | A          | \$5.5    | 3,669,189   | I  | See Note <sup>(1)</sup>                               |
| Common Stock                    | 08/12/2004                           |  | P                              |   | 16  | A          | \$5.5    | 58,894  | I  | See Note <sup>(2)</sup>                               |
| Common Stock                    | 08/12/2004                           |  | P                              |   | 220   | A          | \$5.5    | 1,402,084   | I  | See Note <sup>(3)</sup>                               |
| Common Stock                    | 08/12/2004                           |  | P                              |   | 2   | A          | \$5.5    | 14,942  | I  | See Note <sup>(4)</sup>                               |
| Common Stock                    | 08/12/2004                           |  | P                              |   | 5   | A          | \$5.5    | 33,655  | I  | See Note <sup>(5)</sup>                               |
| Common Stock                    |                                      |  |                                |   |   |            |          | 14,828  | I  | See Note <sup>(6)</sup>                               |
| Common Stock                    |                                      |  |                                |   |   |            |          | 346   | I  | See Note <sup>(7)</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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- Represents shares directly owned by Oak Investment Partners X, Limited Partnership ("Oak X, L.P.").
- Represents shares directly owned by Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates, L.P.").

3. Represents shares directly owned by Oak Investment Partners IX, Limited Partnership ("Oak IX, L.P.").
4. Represents shares directly owned by Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates, L.P.").
5. Represents shares directly owned by Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Affiliates-A, L.P.").
6. Represents shares directly owned by Oak Investment Partners VI, Limited Partnership ("Oak VI, L.P.").
7. Represents shares directly owned by Oak VI Affiliates Fund, Limited Partnership ("Oak VI Affiliates, L.P.").

**Remarks:**

Remarks Bandel L. Carano is a Director of Wireless Facilities, Inc. Mr. Carano is a Managing Member of Oak Associates VI, L.L.C., the General Partner of Oak VI, L.P.; a Managing Member of Oak VI Affiliates, L.L.C., the General Partner of Oak VI Affiliates, L.P.; a Managing Member of Oak Associates IX, L.L.C., the General Partner of Oak IX, L.P.; a Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Affiliates, L.P. and Oak IX Affiliates-A, L.P.; 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 Reporting Person disclaims beneficial ownership of the securities reported herein (except to the extent of the Reporting Person's pecuniary interest in such securities) and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of any such securities for purposes of Section 16 or for any other purpose.

Bandel L. Carano

08/13/2004

\*\* 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.**