

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
Estimated average burden hours per response:	0.5

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 [WFI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	03/08/2004		C ⁽¹⁾		1,968,400	A	(1)	4,724,208	I	See Note ⁽²⁾
Common Stock	03/08/2004		C ⁽¹⁾		31,600	A	(1)	75,820	I	See Note ⁽³⁾
Common Stock	03/08/2004		C ⁽¹⁾		1,933,000	A	(1)	1,933,000	I	See Note ⁽⁴⁾
Common Stock	03/08/2004		C ⁽¹⁾		20,600	A	(1)	20,600	I	See Note ⁽⁵⁾
Common Stock	03/08/2004		C ⁽¹⁾		46,400	A	(1)	46,400	I	See Note ⁽⁶⁾
Common Stock	03/08/2004		J ⁽⁷⁾		2,165,264	D	(7)	2,558,944	I	See Note ⁽²⁾
Common Stock	03/08/2004		J ⁽⁸⁾		34,750	D	(8)	41,070	I	See Note ⁽³⁾
Common Stock	03/08/2004		J ⁽⁹⁾		773,200	D	(9)	1,159,800	I	See Note ⁽⁴⁾
Common Stock	03/08/2004		J ⁽¹⁰⁾		8,240	D	(10)	12,360	I	See Note ⁽⁵⁾
Common Stock	03/08/2004		J ⁽¹¹⁾		18,560	D	(11)	27,840	I	See Note ⁽⁶⁾
Common Stock								14,828	I	See Note ⁽¹²⁾
Common Stock								346	I	See Note ⁽¹³⁾

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
Series B Preferred Stock	(14)	03/08/2004		C			19,684	(15)	(16)	Common Stock	1,968,400	\$500	0	I	See Note ⁽²⁾
Series B Preferred Stock	(14)	03/08/2004		C			316	(15)	(16)	Common Stock	31,600	\$500	0	I	See Note ⁽³⁾

**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	Amount or Number of Shares				
Series B Preferred Stock	(14)	03/08/2004		C			19,330	(15)	(16)	Common Stock	1,933,000	\$500	0	I	See Note ⁽⁴⁾
Series B Preferred Stock	(14)	03/08/2004		C			206	(15)	(16)	Common Stock	20,600	\$500	0	I	See Note ⁽⁵⁾
Series B Preferred Stock	(14)	03/08/2004		C			464	(15)	(16)	Common Stock	46,400	\$500	0	I	See Note ⁽⁶⁾

1. Name and Address of Reporting Person*

CARANO BANDEL L

(Last) (First) (Middle)

C/O OAK INVESTMENT PARTNERS
ONE GORHAM ISLAND

(Street)

WESTPORT CT 06880

(City) (State) (Zip)

1. Name and Address of Reporting Person*

OAK INVESTMENT PARTNERS VI LP

(Last) (First) (Middle)

ONE GORHAM ISLAND

(Street)

WESTPORT CT 06880

(City) (State) (Zip)

1. Name and Address of Reporting Person*

OAK VI AFFILIATES FUND LP

(Last) (First) (Middle)

ONE GORHAM ISLAND

(Street)

WESTPORT CT 06880

(City) (State) (Zip)

1. Name and Address of Reporting Person*

OAK INVESTMENT PARTNERS IX L P

(Last) (First) (Middle)

ONE GORHAM ISLAND

(Street)

WESTPORT CT 06880

(City) (State) (Zip)

1. Name and Address of Reporting Person*

OAK IX AFFILIATES FUND LP

(Last) (First) (Middle)

ONE GORHAM ISLAND

(Street)

WESTPORT CT 06880

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[OAK IX AFFILIATES FUND A LP](#)

(Last) (First) (Middle)

ONE GORHAM ISLAND

(Street)

WESTPORT CT 06880

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[OAK INVESTMENT PARTNERS X LTD PARTNERSHIP](#)

(Last) (First) (Middle)

ONE GORHAM ISLAND

(Street)

WESTPORT CT 06880

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[OAK X AFFILIATES FUND LP](#)

(Last) (First) (Middle)

ONE GORHAM ISLAND

(Street)

WESTPORT CT 06880

(City) (State) (Zip)

Explanation of Responses:

1. Represents the number of shares of Common Stock issued to such Reporting Person upon conversion of the Series B Preferred Stock held by such Reporting Person. The conversion price for the Series B Preferred Stock was approximately \$5.00 per share.
2. Represents shares directly owned by Oak Investment Partners X, Limited Partnership ("Oak X, L.P.").
3. Represents shares directly owned by Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates, L.P.").
4. Represents shares directly owned by Oak Investment Partners IX, Limited Partnership ("Oak IX, L.P.").
5. Represents shares directly owned by Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates, L.P.").
6. Represents shares directly owned by Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Affiliates-A, L.P.").
7. On March 8, 2004, Oak X, L.P. made an in-kind distribution, without any additional consideration, of Common Shares to the limited partners of Oak X, L.P.
8. On March 8, 2004, Oak X Affiliates, L.P. made an in-kind distribution, without any additional consideration, of Common Shares to the general and limited partners of Oak X Affiliates, L.P.
9. On March 8, 2004, Oak IX, L.P. made an in-kind distribution, without any additional consideration, of Common Shares to the limited partners of Oak IX, L.P.
10. On March 8, 2004, Oak IX Affiliates, L.P. made an in-kind distribution, without any additional consideration, of Common Shares to the general and limited partners of Oak IX Affiliates, L.P.
11. On March 8, 2004, Oak IX Affiliates-A, L.P. made an in-kind distribution, without any additional consideration, of Common Shares to the general and limited partners of Oak IX Affiliates-A, L.P.
12. Represents shares directly owned by Oak Investment Partners VI, Limited Partnership ("Oak VI, L.P.").
13. Represents shares directly owned by Oak VI Affiliates Fund, Limited Partnership ("Oak VI Affiliates, L.P.").
14. The conversion price was approximately \$5.00 per share.
15. The preferred securities are immediately convertible.
16. The conversion feature continues indefinitely.

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. Oak VI, L.P., Oak VI Affiliates, L.P., Oak IX, L.P., Oak IX Affiliates, L.P., Oak IX Affiliates-A, L.P., Oak X, L.P. and Oak X Affiliates, L.P. are no longer subject to Section 16 because the Reporting Persons are no longer 10% owners. Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such Reporting Person's pecuniary interest in such securities) other than any securities reported herein as being directly owned by such Reporting Person, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of any such securities for purposes of Section 16 or for any other purpose.

[Bandel L. Carano](#) [03/10/2004](#)

[Bandel L. Carano, Managing Member of Oak Associates VI, L.L.C., the General Partner of Oak Investment Partners VI, Limited Partnership](#) [03/10/2004](#)

[Bandel L. Carano, Managing Member of Oak VI Affiliates, L.L.C., the General Partner of Oak VI Affiliates Fund, Limited Partnership](#) [03/10/2004](#)

[Bandel L. Carano, Managing Member of Oak Associates IX,](#) [03/10/2004](#)

<u>L.L.C., the General Partner of Oak Investment Partners IX, Limited Partnership</u>	
<u>Bandel L. Carano, Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Affiliates Fund, Limited Partnership</u>	<u>03/10/2004</u>
<u>Bandel L. Carano, Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Affiliates Fund - A, Limited Partnership</u>	<u>03/10/2004</u>
<u>Bandel L. Carano, Managing Member of Oak Associates X, L.L.C., the General Partner of Oak Investment Partners X, Limited Partnership</u>	<u>03/10/2004</u>
<u>Bandel L. Carano, Managing Member of Oak X Affiliates, L.L.C., the General Partner of Oak X Affiliates Fund, Limited Partnership</u>	<u>03/10/2004</u>
** 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.