

TAYEBI MASOOD
Form 5
February 14, 2005

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

| | | | | |
|---|---------|----------|---|---|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |
| TAYEBI MASOOD | | | WIRELESS FACILITIES INC [WFII] | (Check all applicable) |
| (Last) | (First) | (Middle) | 3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year) | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman |
| 4810 EASTGATE MALL | | | 12/31/2004 | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Reporting (check applicable line) |
| SAN DIEGO, CA 92121 | | | | <input type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person |
| (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 | | | |
| Common Stock | 08/24/2004 | Â | J4 | 1,559 (1) | A | \$ 6.16 | 6,098,628 (2) | I | By MST Trust (2) |
| Common Stock | Â | Â | Â | Â | Â | Â | 150,000 (3) | I | By MST Children's Trust (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 83,723 (4) | I | By MST Children's 1999 Trust (4) |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|--------------------------|---|-------------------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 646,137 ⁽⁵⁾ | I | By GRAT ⁽⁵⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 238,041 | I | By GRAT |
| Common Stock | Â | Â | Â | Â | Â | Â | 404,693 ⁽⁶⁾ | I | By Spouse ⁽⁶⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 646,137 ⁽⁷⁾ | I | By GRAT ⁽⁷⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,000,000 ⁽⁸⁾ | I | By Hippocrates Trust ⁽⁸⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 2270 (9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| TAYEBI MASOOD 4810 EASTGATE MALL SAN DIEGO, CA 92121 | Â X | Â X | Â Chairman | Â |

Signatures

Masood Tayebi 02/11/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- On August 24, 2004, the reporting person received a distribution of issuers common stock from BridgeWest LLC, a private equity fund in which the reporting person is a 39.13% owner. BridgeWest LLC received 349 of such shares in a distribution from Oak IX Affiliates Fund L.P. The remaining 1,210 of such shares were received in a distribution from Oak Investment Partners IX L.P. The shares are held by the reporting person as trustee of the MST Trust for the benefit of the reporting person.
- (1) Shares held by reporting person as trustee of the MST Trust for the benefit of the reporting person.
 - (2) Shares held by the MST Children's Trust for the benefit of the reporting persons children.
 - (3) Shares held by the MST Children's 1999 Trust for the benefit of the reporting persons children.
 - (4) Shares held by the MT 2001 GRAT for the benefit of the reporting person.
 - (5) Shares held by the reporting persons spouse. The reporting person disclaims beneficial ownership in such shares.
 - (6) Shares held in the MT 2001 GRAT for the benefit of the reporting persons spouse. The reporting person disclaims beneficial ownership in such shares.
 - (7) Shares held in the Hippocrates Trust for the benefit of the reporting persons spouse. The reporting person disclaims beneficial ownership in such shares.
 - (8)

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.