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TAYEBI JALIL
Form SC 13G/A
February 14, 2002

/ OMB APPROVAL /

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

WIRELESS FACILITIES, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$.001

(Title of Class of Securities)

97653A 10 3

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of

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1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 control number.

SEC 1745 (3-98)

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13G

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1 NAMES OF REPORTING PERSON
I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
JALIL TAYEBI

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United Kingdom

5 SOLE VOTING POWER
NUMBER OF SHARES 1,023,574

6 SHARED VOTING POWER
OWNED BY EACH 0

7 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH: 1,023,574

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,023,574

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
2.2%

12 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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- Item 1(a). Name of Issuer:
Wireless Facilities, Inc.

- Item 1(b). Address of Issuer's Principal Executive Offices:
4810 Eastgate Mall

San Diego, CA 92121

- Item 2(a). Name of Person Filing:
Jalil Tayebi

- Item 2(b). Address of Principal Business Office or, if none, Residence:
4810 Eastgate Mall

San Diego, CA 92121

- Item 2(c). Citizenship:
United Kingdom

- Item 2(d). Title of Class of Securities:
Common Stock

- Item 2(e). CUSIP Number:
97653A 10 3

- Item 3. Not applicable.
- Item 4. Ownership.
- (a) Amount Beneficially Owned:
1,023,574
- (b) Percent of Class: 2.2%
- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote: 1,023,574/1/
(ii) shared power to vote or to direct the vote: 0
(iii) sole power to dispose or to direct the disposition of:
1,023,574/1/
(iv) shared power to dispose or to direct the disposition
of: 0

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/1/Includes shares held by two limited partnerships. The reporting person is the sole manager of a limited liability company that serves as general partner of both limited partnerships. The first limited partnership holds 105,523 shares and has as its limited partners, Massih Tayebi, his wife and their children. The second limited partnership holds 101,659 shares and has as its limited partners Masood Tayebi, his wife and their children. The reporting person has sole voting and investment power for the shares held by the limited partnerships. Also includes 445,000 shares held directly by the reporting person, and 350,380 shares which may be obtained upon exercise of options exercisable within sixty days of December 31, 2001.

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Other persons have the right to receive dividends from, and the proceeds from the sale of, shares held by the limited partnerships described in Item 4.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2002

Date

/s/ Jalil Tayebi

Signature

Jalil Tayebi

Name/Title

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