

TAYEBI MASSIH
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 *
TAYEBI MASSIH

2. Issuer Name and Ticker or Trading Symbol
WIRELESS FACILITIES INC
[WFII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

4810 EASTGATE MALL

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

SAN DIEGO, CA 92121

(City) (State) (Zip)

___X___ Form Filed by One Reporting Person
___ 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 03/01/2004 | Â | G | (A) or (D) Price 252,278 (1) D \$ (1) 7,670 | I | By GRAT | |
| Common Stock | 03/01/2004 | Â | G | 252,278 (1) (2) A \$ (1) 380,278 (2) | I | By Trust | |
| Common Stock | 03/01/2004 | Â | G | 41,571 (4) D \$ (4) 7,670 | I | By GRAT | |
| Common Stock | 06/28/2004 | Â | G | 128,000 (3) D \$ (3) 6,770,438 (3) | I | By Trust | |

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| | | | | | | | | | |
|--------------|------------|---|----|----------------------|---|---------|--------------------------|---|----------|
| Common Stock | 08/24/2004 | Â | J4 | 1,559 ⁽⁵⁾ | A | \$ 6.16 | 6,770,438 ⁽⁵⁾ | I | By Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 687,520 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 136,992 ⁽⁶⁾ | I | By Trust |

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

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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 B 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 MASSIH 4810 EASTGATE MALL SAN DIEGO, CA 92121 | Â | Â X | Â | Â |

Signatures

Massih Tayebi 02/14/2005

__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).

Bonafide gift by the reporting person from GRAT, of which the reporting person retained sole voting and dispositive power, to the (1) Habibollah Tayebi Khorami & Belgheys Sarikhani Khorami Trust #2, for the benefit of the reporting persons parents of which the reporting person has sole voting power.

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- (2) Shares held by the Habibollah Tayebi Khorami & Belgheys Sarikhani Khorami Trust #2, for the benefit of the reporting persons parents, of which the reporting person has sole voting power.
- (3) Bonafide gift by the reporting person and his spouse from the Unity Trust to the Habibollah Tayebi Khorami & Belgheys Sarikhani Khorami Trust #2, for the benefit of the reporting persons parents, of which the reporting person has sole voting power.
- (4) Bonafide gift by the reporting person through GRAT, of which the reporting person retained sole voting and dispositive power, to family members of the reporting person who do not reside with the reporting person.

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

- (5) 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 a trustee of the Unity Trust for the benefit of the reporting person and his spouse with shared voting and dispositive power.
- (6) Shares held by the reporting person as a trustee of the Tayebi Family Irrevocable Trust for the benefit of the reporting persons children.

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.