WIRELESS FACILITIES INC
Form 4
August 03, 2006

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TAYEBI MASSIH

(Last) (First) (Middle)

4350 LA JOLLA VILLAGE DRIVE

(Street)

SAN DIEGO, CA 92122

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_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 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			
Option Stock	07/14/2003[1]	07/24/2006[2][3]	C	V	728,000	D	$ 12.01	7,370,585.04	D	

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 1474 (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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	$ 12.01	07/23/2003	07/24/2006	C	V		728,000	07/23/2003	07/24/2006	Option Stock	728,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYEBI MASSIH 4350 LA JOLLA VILLAGE DRIVE SAN DIEGO, CA 92122		X		

Signatures

/s/ Massih Tayebi	07/17/2006
**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).

(1) This transaction was originally timely reported on July 28, 2003 on a Form 4 in Table I as a disposition of shares of Common Stock in the amount of 800,000. The reporting person has concluded that the Variable Prepaid Forward Agreement (the "Contract") is properly reported in Table II as a derivative security since the shares subject to the Contract will not be disposed of until settlement. In addition, the number of shares of Common Stock relating to the Contract is 728,000; the footnote has been revised accordingly.

(2) On July 24, 2003, the Unity Trust, of which the reporting person and his spouse are joint and sole trustees and beneficiaries (the "Trust") entered into the Contract with an unrelated third party ("Buyer") relating to 728,000 share of Common Stock (the "Base Number of Shares"). The Contract will be settled on the third business day following a valuation date initially established at July 24, 2006 (such date, as subject to adjustment as provided in the Contract, the "Valuation Date"). The Contract specifies an "Initial Price" of $12.0100 per share and an initial cap price of $15.6130 per share, both of which are subject to adjustment for any cash dividends paid by the Issuer (as so adjusted, the "Floor" and the "Cap").

(3) At settlement, the Trust, unless it has elected cash settlement as described in the following sentence, will deliver to Buyer a number of shares equal to the lesser of (A) the Base Number of Shares and (B) the product of (i) the Base Number of Shares and (ii) the result of (x) divided by (y) where "x" is the sum, determined as of the Valuation Date, of the Floor and any amount by which the Valuation Date Final Price (a market-based price as determined under the terms of the Contract) exceeds the Cap and "y" is the Valuation Date Final Price. In lieu of delivering shares, the Trust may elect cash settlement. Pursuant to the Contract, the Trust received $7,370,585 from the Buyer representing the purchase price of the shares subject to the Contract based on the Initial Price and discounted to reflect prepayment.

Note: File three copies of this Form, one of which must be manually signed. If space 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.