

TAYEBI MASSIH  
Form 5  
February 14, 2005

**FORM 5**

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

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

## OMB APPROVAL

OMB  
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2005  
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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 of 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

\_\_X\_\_ Form Filed by One Reporting Person  
\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/01/2004                              | Â                                                           | G                                       | Amount<br>252,278<br>(1) (D) Price<br>\$ (1)                            | 7,670                                                                                                           | I                                                                    | By GRAT                                                           |
| Common<br>Stock                       | 03/01/2004                              | Â                                                           | G                                       | 252,278<br>(1) (2) A Price<br>\$ (1)                                    | 380,278 (2)                                                                                                     | I                                                                    | By Trust                                                          |
| Common<br>Stock                       | 03/01/2004                              | Â                                                           | G                                       | 41,571<br>(4) D Price<br>\$ (4)                                         | 7,670                                                                                                           | I                                                                    | By GRAT                                                           |
| Common<br>Stock                       | 06/28/2004                              | Â                                                           | G                                       | 128,000<br>(3) D Price<br>\$ (3)                                        | 6,770,438<br>(3)                                                                                                | I                                                                    | By Trust                                                          |

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|              |            |   |    |                      |   |         |                          |   |          |
|--------------|------------|---|----|----------------------|---|---------|--------------------------|---|----------|
| Common Stock | 08/24/2004 | Â | J4 | 1,559 <sup>(5)</sup> | A | \$ 6.16 | 6,770,438 <sup>(5)</sup> | 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 <sup>(6)</sup>   | I | By Trust |

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 Bo O E Is Fi (I |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares |
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 |                                                          |                                                               |                                            |                            |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships                    |
|------------------------------------------------------------|----------------------------------|
|                                                            | Director 10% Owner Officer Other |
| TAYEBI MASSIH<br>4810 EASTGATE MALL<br>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).

- (1) Bonafide gift by the reporting person from GRAT, of which the reporting person retained sole voting and dispositive power, 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.

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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.