

SIEGAL LAURA
Form 3/A
August 10, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â SIEGAL LAURA		(Month/Day/Year)	WIRELESS FACILITIES INC [WFII]	
(Last)	(First)	(Middle)	09/09/2004	
4810 EASTGATE MALL			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	09/20/2004
SAN DIEGO,Â CAÂ 92121			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Vice President	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	250	D	Â
Common Stock in Employee Stock Purchase Plan (ESPP)	284	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (right-to-buy)	08/07/2001 ⁽¹⁾	10/01/2011	Common Stock	3,958	\$ 4.47	D	Â
Employee Stock Options (right-to-buy)	11/01/2001 ⁽²⁾	10/01/2011	Common Stock	130	\$ 4.47	D	Â
Employee Stock Options (right-to-buy)	04/05/2002 ⁽³⁾	10/01/2011	Common Stock	1,000	\$ 4.47	D	Â
Employee Stock Options (right-to-buy)	08/07/2002 ⁽⁴⁾	04/30/2012	Common Stock	36,000	\$ 4.23	D	Â
Employee Stock Options (right-to-buy)	06/23/2003 ⁽⁵⁾	05/23/2013	Common Stock	20,000	\$ 9.82	D	Â
Employee Stock Options (right-to-buy)	05/08/2004 ⁽⁶⁾	04/08/2014	Common Stock	18,000	\$ 11.06	D	Â
Employee Stock Options (right-to-buy)	09/18/2004 ⁽⁷⁾	08/18/2014	Common Stock	8,500	\$ 6.05	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIEGAL LAURA 4810 EASTGATE MALL SAN DIEGO, CA 92121	Â	Â	Â Vice President	Â

Signatures

Laura L. Siegal by Matthew G. Colvin,
Attorney-In-Fact

08/10/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The Stock Option was granted to the reporting person under Issuer's 1999 Equity Incentive Plan. The Stock Option vested as to 25% of the total grant amount on August 7, 2001, and thereafter as to 1/48th of the total grant amount per month on the 7th of each month until fully exercisable on August 7, 2004.

(2) The Stock Option was granted to the reporting person under Issuer's 1999 Equity Incentive Plan. The Stock Option vested as to 25% of the total grant amount on November 1, 2001, and thereafter as to 1/48th of the total grant amount per month until fully exercisable on November 1, 2004.

(3) The Stock Option was granted to the reporting person under Issuer's 1999 Equity Incentive Plan. The Stock Option vested as to 80% of the total grant amount on April 5, 2002, and thereafter as to 20% of the total grant amount on April 5, 2003.

(4) The Stock Option was granted to the reporting person under Issuer's 1999 Equity Incentive Plan. The Stock Option vested as to 41% of the total grant amount on August 7, 2002; 29% of the total grant amount on November 6, 2002; and 30% of the total grant amount on

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February 12, 2003.

- (5) The stock option was granted to the reporting person under the issuers 1999 Equity Incentive Plan. The stock option vests or has vested at the rate of 1/48th of the total grant amount per month beginning on June 23, 2003, until fully exercisable on May 23, 2007.
- (6) The stock option was granted to the reporting person under the issuers 1999 Equity Incentive Plan. The stock option vests or has vested at the rate of 1/48th of the total grant amount per month beginning on May 8, 2004, until fully exercisable on April 8, 2008.
- (7) The stock option was granted to the reporting person under the issuers 1999 Equity Incentive Plan. The stock option vests or has vested at the rate of 1/48th of the total grant amount per month beginning on September 18, 2004, until fully exercisable on August 18, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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