

TAYEBI MASOOD
Form 4
August 29, 2006

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TAYEBI MASOOD

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)
4350 LA JOLLA VILLAGE
DRIVE, SUITE 450

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/28/2006

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

SAN DIEGO, CA 92122

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/28/2006		X ⁽¹⁾	375,000 D	6,841,529	I	By Trust, <u>(2)</u>

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

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(9-02)

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

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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)
Variable Prepaid Forward	(1)	08/28/2006		X	0 (1)	(1) (1)	Common Stock 375,000	(1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYEBI MASOOD 4350 LA JOLLA VILLAGE DRIVE SUITE 450 SAN DIEGO, CA 92122	X	X		

Signatures

/s/ Masood Tayebi 08/29/2006

**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).

On August 28th, 2003, the Masood Tayebi Trust entered into a binding term sheet for a prepaid variable share forward contract with an unaffiliated third party. The contract dated August 28, 2003 related to the disposition by the Masood Tayebi Trust of 375,000 shares of

(1) Common Stock. Specifically, the contract obligated the Trust to deliver to the buyer on August 28th, 2006 up to 375,000 shares of Common Stock in settlement of the contract, and in compliance with these terms, the Masood Tayebi Trust delivered the full amount of such shares on August 28, 2006. A Form 4 reporting the entry into this contract was filed on September 3, 2003.

(2) Includes 5,723,628 shares held by the Masood Tayebi Trust, 233,723 shares held by trusts for the benefit of Mr. Tayebi's children and 884,178 shares held in grantor retained annuity trusts controlled by Mr. Tayebi.

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.