

WIRELESS FACILITIES INC

Form 5

February 13, 2006

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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1. Name and Address of Reporting Person *
BOLD ROCHELLE R

(Last) (First) (Middle)

4810 EASTGATE MALL

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

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

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/30/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Reporting

(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) (A) or Amount (D) Price	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)
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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
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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. T Unc (Ins
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	Derivative Security				(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
					(A)	(D)			
Employee Stock Options (right-to-buy)	\$ 12.8	12/30/2005	Â	D4	Â	31,248	Â <u>(1)</u>	Â <u>(1)</u>	Co Sto
Employee Stock Options (right-to-buy)	\$ 6.19	12/30/2005	Â	A4	31,248	Â	12/30/2005 ⁽²⁾	11/17/2013 ⁽²⁾	Co Sto
Employee Stock Options (right-to-buy)	\$ 12.8	12/30/2005	Â	D4	Â	98,752	Â <u>(1)</u>	Â <u>(1)</u>	Co Sto
Employee Stock Options (right-to-buy)	\$ 6.19	12/30/2005	Â	A4	98,752	Â	12/30/2005 ⁽²⁾	11/17/2013 ⁽²⁾	Co Sto
Employee Stock Option (right-to-buy)	\$ 11.05	12/30/2005	Â	D4	Â	25,000	Â <u>(1)</u>	Â <u>(1)</u>	Co Sto
Employee Stock Options (right-to-buy)	\$ 6.19	12/30/2005	Â	A4	25,000	Â	12/30/2005 ⁽²⁾	04/08/2014 ⁽²⁾	Co Sto

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOLD ROCHELLE R 4810 EASTGATE MALL SAN DIEGO, CA 92121	Â	Â	Â Senior Vice President	Â

Signatures

Rochelle R. Bold, by Matthew G. Colvin,
Attorney-In-Fact 02/13/2006

__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).

- Employee Stock Option grant cancelled as part of a re-pricing of all outstanding employee stock options originally granted by the issuer
- (1) at exercise prices higher than 120% of the closing market price of issuer's common stock on December 29, 2005, effective December 30, 2005.
 - (2) Employee Stock Option granted on December 30, 2005 as part of a re-pricing of all outstanding employee stock options originally granted at prices higher than 120% of issuer's closing market price on December 29, 2005. The vesting of the stock option grant

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corresponds to that of the original cancelled grant, which was granted on November 17, 2003 and became fully vested on May 18, 2005 as part of an acceleration of vesting by issuer of all outstanding employee stock option grants at exercise prices higher than \$10/share.

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