# Edgar Filing: WIRELESS FACILITIES INC - Form 4

FORM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB APPROVAL OMB         OMB oper subject to subject to section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Expires: image of provide of securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935, escinated average section 17(a) of the Public Utility Holding Company Act of 1940 1(b).         (Print or Type Responses)       1. Issuer Name and Ticker or Trading Symbol       S. Relationship of Reporting Person(s) to Issuer         1. Name and Address of Reporting Person 1 (Adattion 2)       2. Issuer Name and Ticker or Trading Symbol       S. Relationship of Reporting Person(s) to Issuer         (CARANO BANDEL L       Symbol       Symbol       Issuer         (Last)       (First)       (Middlo)       3. Date of Earliest Transaction (Month/Day/Year)       -X_Director Differ (give tilte       10% Owner Officer (give tilte         (Civ)       (State)       2.1 Famendment, Date Original FiledMonth/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)         VESTPORT, CT 06880       2.2 Deemed Transaction/Aquired (A) or Security       3. 4. Securities Or Transaction/Aquired (A) or Security       5. Amount of On Indirect Beneficially Ovneed (Instr. 3)       6. Ownership Or Indirect Beneficially Ovneed (Instr. 4)       6. Ownership Or Indire	WIRELESS Form 4 March 02, 2	FACILITIES IN	С							
Check this box if no longer subject to Stattement of CHANGES IN BENEFICIAL OWNERSHIP OF section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       Stattement of CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       Expires: January 31. 2000         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations are continue. Sec linstruction 1(b).       Tiled pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       Securities Exchange Act of 1935, Securities Exchange Act of 1935, Securities Exchange Act of 1936, Securities Exchange Act of 1940       Securities Exchange Act of 1936, Securities Exchange Act of 1940         (Print or Type Responses)       1. Name and Address of Reporting Person. (City)       2. Issuer Name and Ticker or Trading Sumbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Wonth/Day/Year)		ЛЛ							-	PPROVAL
if no longer subject to Section 16, Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section avy continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person <sup>±</sup> . 2. Issuer Name and Ticker or Trading Symbol WIRELESS FACILITIES INC [WFII] (Last) (First) (Middle) Support 22/82/2007 PARTNERS, ONE GORHAM ISLAND (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (City) (State) (Zip) MESTPORT, CT 06880 (City) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (City) (State) (Zip) (State) (Zip) (Month/Day/Year) (City) (State) (Zip) (Month/Day/Year) (City) (Month/Day/Year) (City) (State) (Zip) (Month/Day/Year) (City) (Month/Day/Year) (City) (Month/Day/Year) (City) (Month/Day/Year) (City) (Month/Day/Year) (City) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (City) (Month/Day/Year) (Month/Day/Ye	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. STATEMENT OF STATEMENT OF Filed pursuant to S			Washington, D.C. 20549 OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES to Section 16(a) of the Securities Exchange Act of 1934, he Public Utility Holding Company Act of 1935 or Section					ONIB	3235-0287
(Print or Type Responses) 1. Name and Address of Reporting Person 2 CARANO BANDEL L (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (CO OAK INVESTMENT PARTNERS, ONE GORHAW ISLAND (Street) 4. If Armendment, Date Original Filed(Month/Day/Year) (Street) 4. If Armendment, Date Original (Street) 4. If Armendment, Date Original Filed(Month/Day/Year) (Street) 4. If Armendment, Date Original Filed(Month/Day/Year) (Street) 4. If Armendment, Date Original Filed(Month/Day/Year) 5. Armount of Armona One Reporting Person Form filed by One Reporting Person Form filed by One Reporting Person Form filed by One Reporting Person (City) (State) (Zip) 5. Armount of Armona One Reporting Person (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Code V Amount (D) Price (A) City (Instr. 3) and 4) (Instr. 3) (Instr. 3, 4 and 5) (Instr. 3) (Instr. 3, 4 and 5) (Instr. 3) (Instr. 3, 4 and 5) (Instr. 3) (Instr. 3, and 4) (Instr. 4) (In									Estimated burden hou response	2005 average urs per
1. Name and Address of Reporting Person :       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)	1(b).									
CARANO BANDEL L Symbol WIRELESS FACILITIES INC [WFII] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) C/O OAK INVESTMENT PARTNERS, ONE GORHAM ISLAND (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 5. Arom filed by One Reporting Person Form filed by One Reporting Person TransactionAcquired (A) or Securities Sccurity (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Code V Amount (D) Price (Instr. 3) and 4) (Instr. 4) (Instr. 4) (Instr. 4)	(Print or Type	Responses)								
(Month/Day/Year)       (Month/Day/Year)       Officer (giv tilleOther (specify below)         C/O OAK INVESTMENT       02/28/2007       Delow)       Officer (giv tilleOther (specify below)         PARTNERS, ONE GORHAM       (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)X_ Form filed by One Reporting PersonForm filed by One Reporting PersonForm filed by More than One Reporting PersonForm filed by More than One Reporting PersonForm filed by More than One Reporting PersonForm filed by One Reporting PersonForm filed by More than One Reporting PersonForm filed by More than One Reporting PersonForm filed by One Reporting Person				Symbol WIRELESS FACILITIES INC			Issuer			
Filed(Month/Day/Year)       Applicable Line, _X_Form filed by Done Reporting Person	C/O OAK I PARTNER	INVESTMENT	,	(Month/	Day/Year)	ransaction		Officer (giv	e title Oth	
WESTFORT, CT000800       Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of Security       2. Transaction Date       2A. Deemed       3.       4. Securities       5. Amount of       6. Ownership       7. Nature of         Instr. 3)       2. Transaction Date       2A. Deemed       3.       4. Securities       5. Amount of       6. Ownership       7. Nature of         (Instr. 3)       (Month/Day/Year)       Execution Date, if       any       (Code       Disposed of (D)       Beneficially       0wned       (I)       Ownership       Form: Direct       Indirect         (Instr. 3)       (Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       (I)       Ownership         (A)       or       (A)       or       (Instr. 4)       (Instr. 4)       (Instr. 4)         (A)       or       (Instr. 3 and 4)       O       Or       (Instr. 3 and 4)       (Instr. 3 and 4)	· · · · · · · · · · · · · · · · · · ·			-			Applicable Line)			
1.Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3.       4. Securities TransactionAcquired (A) or Code       5. Amount of Securities       6. Ownership Form: Direct       7. Nature of Indirect         0. Month/Day/Year)       Execution Date, if any (Month/Day/Year)       3.       4. Securities       5. Amount of Securities       6. Ownership Form: Direct       7. Nature of Indirect         (Instr. 3)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       (I)       Ownership Following         (A)       or Code       (A)       or Code       (Instr. 3, 4 and 5)       Owned       (I)       (Instr. 4)         (A)       or Code       V       Amount       (D)       Price       (Instr. 3)       (Instr. 4)	WESTPOR	RT, CT 06880							More than One R	eporting
1.Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3.       4. Securities TransactionAcquired (A) or Code       5. Amount of Securities       6. Ownership Form: Direct       7. Nature of Indirect         0. Month/Day/Year)       (Month/Day/Year)       3.       4. Securities       5. Amount of Security       6. Ownership Form: Direct       7. Nature of Indirect         0. Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       0wned       (I)       0wnership         (A)       or       (A)       or       (A)       (Instr. 4)       (Instr. 4)         (A)       or       (Instr. 3 and 4)       (Instr. 3 and 4)       (Instr. 3 and 4)       (Instr. 3 and 4)	(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	Acquired, Disposed (	of, or Beneficia	lly Owned
	Security (Month/Day/Year) Execution Dat (Instr. 3) any		ed Date, if	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership		
	Reminder: De	nort on a senarate line	for each a	ass of sec				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.

 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	ercise of ative	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Option (Right to Buy)	\$ 2.11	02/28/2007		А	5,925 (1)	02/28/2007 <u>(2)</u>	02/28/2017	Common Stock	5,925

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# **Reporting Owners**

Reporting Owner	Relationships					
	Director	10% Owner	Officer	Other		
CARANO BANDEL L C/O OAK INVESTMENT PARTNERS ONE GORHAM ISLAND WESTPORT, CT 06880		Х				
Signatures						
Bandel L. Carano	03/02/2007					
<u>**</u> 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) Represents options acquired in lieu of cash fees from Mr. Carano's service on the Issuer's Board of Directors as approved by the Board of Directors on February 28, 2007. The grant is effective February 28, 2007.
- (2) The Director Options became fully exercisable on the date of the grant.
- (3) Not applicable

Includes Director Option to purchase 5,831 shares of Common Stock, which is held by Bandel L. Carano on behalf of Oak Investment Partners X, L.P. ("Oak X L.P.") and Director Option to purchase 94 shares of Common Stock, which is held by Mr. Carano on behalf

(4) of Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates, L.P."). Mr. Carano is a Managing Member of Oak Associates X, L.L.C., the General Partner of Oak X, L.P. and a Managing Member of Oak X Affiliates, L.L.C., the General Partner of Oak X Affiliates, L.P.

#### **Remarks:**

Remarks

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Bandel L. Carano is a Director of Wireless Facilities, Inc.. Mr. Carano is a Managing Member of Oak Associates X, L.L.C., the

Oak X, L.P. and Oak X Affiliates, L.P. are not reporting persons on this Form 4 because they are no longer subject to Section

Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the

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.