

Clay Carol
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 *

Â Clay Carol

(Last) (First) (Middle)

4810 EASTGATE MALL

(Street)

SAN DIEGO, Â CA Â 92121

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/10/2005

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
Vice President

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

09/20/2004

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

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)

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

SEC 1473 (7-02)

**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 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)

Date Exercisable Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)

6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

Employee Stock Options (right-to-buy)	07/14/2005 ⁽¹⁾	07/15/2014	Common Stock	30,000	\$ 8.94	D	Â
Employee Stock Options (right-to-buy)	08/17/2005 ⁽²⁾	08/18/2014	Common Stock	12,500	\$ 6.05	D	Â

Reporting Owners

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

Signatures

Carol Clay 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 the issuers 1999 Equity Incentive Plan. The stock option vests as to 25% on July 14, 2005 and thereafter as to 1/48th of the total grant amount per month until fully exercisable on July 14, 2008.
- (2) The stock option was granted to the reporting person under the issuers 1999 Equity Incentive Plan. The stock option vests as to 25% on August 17, 2005 and thereafter as to 1/48th of the total grant amount per month until fully exercisable on August 17, 2008.

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.