

CARANO BANDEL L
Form 4
February 14, 2005

FORM 4

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

OMB APPROVAL

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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 *
CARANO BANDEL L

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2004

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

C/O OAK INVESTMENT PARTNERS, ONE GORHAM ISLAND

(Street)

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

WESTPORT, CT 06880

(City) (State) (Zip)

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 | Price | |

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 the form displays a currently valid OMB control number.

SEC 1474 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Director Option (Right to Buy) | \$ 14.86 | 01/02/2004 | | A | 20,000 | 01/02/2004 ⁽¹⁾ 01/02/2014 | Common Stock 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CARANO BANDEL L C/O OAK INVESTMENT PARTNERS ONE GORHAM ISLAND WESTPORT, CT 06880 | X | X | | |
| OAK INVESTMENT PARTNERS VI LP ONE GORHAM ISLAND WESTPORT, CT 06880 | | | X | |
| OAK VI AFFILIATES FUND LP ONE GORHAM ISLAND WESTPORT, CT 06880 | | | X | |
| OAK INVESTMENT PARTNERS IX L P ONE GORHAM ISLAND WESTPORT, CT 06880 | | | X | |
| OAK IX AFFILIATES FUND LP ONE GORHAM ISLAND WESTPORT, CT 06880 | | | X | |
| OAK IX AFFILIATES FUND A LP ONE GORHAM ISLAND WESTPORT, CT 06880 | | | X | |
| OAK INVESTMENT PARTNERS X LTD PARTNERSHIP ONE GORHAM ISLAND WESTPORT, CT 06880 | | | X | |
| OAK X AFFILIATES FUND LP ONE GORHAM ISLAND WESTPORT, CT 06880 | | | X | |

Signatures

| | |
|--|------------|
| Bandel L. Carano | 02/14/2005 |
| __Signature of Reporting Person | Date |
| Bandel L. Carano, Managing Member of Oak Associates VI, L.L.C., the General Partner of Oak Investment Partners VI, Limited Partnership | 02/14/2005 |
| __Signature of Reporting Person | Date |
| Bandel L. Carano, Managing Member of Oak VI Affiliates, L.L.C., the General Partner of Oak VI Affiliates Fund, Limited Partnership | 02/14/2005 |
| __Signature of Reporting Person | Date |
| Bandel L. Carano, Managing Member of Oak Associates IX, L.L.C., the General Partner of Oak Investment Partners IX, Limited Partnership | 02/14/2005 |
| __Signature of Reporting Person | Date |
| Bandel L. Carano, Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Affiliates Fund, Limited Partnership | 02/14/2005 |
| __Signature of Reporting Person | Date |
| Bandel L. Carano, Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Affiliates Fund - A, Limited Partnership | 02/14/2005 |
| __Signature of Reporting Person | Date |
| Bandel L. Carano, Managing Member of Oak Associates X, L.L.C., the General Partner of Oak Investment Partners X, Limited Partnership | 02/14/2005 |
| __Signature of Reporting Person | Date |
| Bandel L. Carano, Managing Member of Oak X Affiliates, L.L.C., the General Partner of Oak X Affiliates Fund, Limited Partnership | 02/14/2005 |
| __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) The Director Option became exercisable as to 417 shares on January 2, 2004 and the remainder becomes exercisable in equal monthly installments thereafter until the 48-month anniversary thereof.
- (2) Not applicable
- (3) Includes Director Option to purchase 19,684 shares of Common Stock, which is held by Bandel L. Carano on behalf of Oak Investment Partners X, Limited Partnership ("Oak X, L.P.") and Director Option to purchase 316 shares of Common Stock, which is held by Mr. Carano on behalf 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:

On March 8, 2004, Oak Investment Partners VI, LP, ("Oak VI, L.P."), Oak VI Affiliates Fund, Limited Partnership ("Oak VI A

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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