CARANO BANDEL L

Form 4/A August 19, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number:

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CARANO BANDEL L

WIRELESS FACILITIES INC

(Check all applicable)

[WFII]

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X_ Director Officer (give title

10% Owner Other (specify

C/O OAK INVESTMENT PARTNERS, ONE GORHAM

ISLAND

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

02/09/2005

01/03/2005

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock

02/07/2005

\$0 3,672,467 I

See Footnote

(1)

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

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SEC 1474 (9-02)

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Option (Right to Buy)	\$ 4.95	08/17/2005		A	3,278 (1)	08/17/2005(3)	08/17/2015	Common Stock	3,278

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
RANO BANDEL L						
OAK DUKECEN KENTEDA DENKEDA						

CARANO BANDEL L C/O OAK INVESTMENT PARTNERS ONE GORHAM ISLAND WESTPORT, CT 06880



Signatures

Bandel L. 08/19/2005 Carano

**Signature of Date
Reporting Person

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).
- Represents shares that were inadvertently issued to Oak Investment Partners X, L.P. ("Oak X, L.P.") for Mr. Carano's services on the issuer's Compensation Committee as approved by the Board of Directors on February 7, 2005. The Common shares issued to Mr. Carano on March 2, 2005 were subsequently cancelled on August 16, 2005 and Mr. Carano was issued Common Stock Options in lieu of the Common Stock Grants as set forth in Table II.
- Includes Director Option to purchase 3,226 shares of Common Stock, which is held by Bandel L. Carano on behalf of Oak X, L.P. and
 Director Option to purchase 52 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.
- (3) The Director Options are fully exercisable as of August 17, 2005.
- (4) Not applicable

Reporting Owners 2

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Remarks:

Remarks: This Amendment is being filed to properly reflect the securities issued to Mr. Carano's for his services on the issuers

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.