## Edgar Filing: WIRELESS FACILITIES INC - Form 4

Form 4	S FACILITIES IN	IC							
February 01, 2007         FORM 4         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).         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							N OMB Number: Expires: Estimated burden hou response	urs per	
(Print or Typ	e Responses)								
1. Name and Address of Reporting Person <u>*</u> LUND DEANNA HOM			2. Issuer Name <b>and</b> Ticker or Trading Symbol WIRELESS FACILITIES INC [WFII]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 4810 EASTGATE MALL			3. Date of Earliest Transaction (Month/Day/Year) 01/30/2007			Director 10% Owner X Officer (give title Other (specify below) Sr. VP, CFO			
(Street) SAN DIEGO, CA 92121			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tak	la I Nan I	Domination	Somution A	cquired, Disposed	of an Donafiaia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ed Date, if	3. Transactio Code	4. Securi nAcquired Disposed (Instr. 3,	ties (A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect
Reminder: R	eport on a separate line	e for each cla	ass of sec	urities bene	Perso inforr requi	ons who res nation cont red to resp ays a curre	or indirectly. spond to the collection tained in this form ond unless the for ntly valid OMB co	m are not orm	SEC 1474 (9-02)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired ( Disposed o (Instr. 3, 4 5)	of (D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	01/30/2007		А	200,000		(2)	(2)	Common Stock	200,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
I. S.	Director	10% Owner	Officer	Other				
LUND DEANNA HOM								
4810 EASTGATE MALL			Sr. VP, CF0	С				
SAN DIEGO, CA 92121								
Signatures								
Deanna H. Lund, by Matthew ( Attorney-in-Fact	G. Colvin	,	02	2/01/2007				

\*\*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) Each restricted stock unit represents a contingent right to receive one share of issuer's common stock.

The restricted stock units vest at the earlier of (a) 10 years from the date of grant; (b) upon a change in control of the issuer; or (c) upon(2) termination of employment without cause. Vested shares will be delivered to the reporting person on the first date which is administratively practicable for the distribution of the vested shares after termination of service with the issuer.

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.