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/ OMB APPROVAL /  
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| FORM 4 |  
+-----+

U.S. 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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  
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(f) of the Investment Company Act of 1940

(Print or Type Responses)

-----  
1. Name and Address of Reporting Person\*

Willis, Michael T.

-----  
(Last)

(First)

(Middle)

1360 Post Oak Blvd., Suite 2100

-----  
(Street)

Houston, TX 77056

-----  
(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol Quanta Services, Inc.; "Trading  
Symbol "PWR"  
-----

3. I.R.S. Identification Number of Reporting Person, if an entity  
(voluntary) -----

4. Statement for Month/Year 02-01  
-----

5. If Amendment, Date of Original (Month/Year) -----

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

7. 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 Acquired, Disposed of, or Beneficially Owned

<TABLE> <CAPTION> -----					
1. Title 7. Nature of In- Security direct (Instr. 3) Bene- ficial	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month	6. Owner- ship Form: Direct (D) or Indirect

Owner-ship	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	(I) (Instr.
4) (Instr. 4)							
<S>	<C>	<C>	<C> <C>	<C>	<C>	<C>	<C>
<C>							
Limited Vote Common Stock	01/04/01	S	15,564	D	32 1/8	57,295	D
</TABLE>							

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) Securities	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Acquired (A) or Disposed of (Instr. 3, 4, and 5)
(D)				
<S>	<C>	<C>	<C>	<C>
<C>				

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

[illegible]

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</TABLE>

Explanation of Responses:

/s/ Michael T. Willis	02/06/01
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**Signature of Reporting Person	Date

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

\* If this 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).

Note: File three copies of this Form, one of which must be manually signed.  
If space provided is insufficient, see Instruction 6 for procedure.