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| FORM 5 |
+-----+
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

[] Check 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

[] Form 3 Holdings Reported

[] Form 4 Transactions Reported

1. Name and Address of Reporting Person*

EASTMAN	BRAD	
-----	-----	-----
(Last)	(First)	(Middle)
1360 POST OAK BLVD., SUITE 2100		

(Street)		
HOUSTON	TEXAS	77056
-----	-----	-----
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol QUANTA SERVICES, INC. - PWR

3. I.R.S. or Social Security Number of Reporting Person
(Voluntary) -----

4. Statement for Month/Year DECEMBER 2000

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

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
[] Director [X] Officer [] 10% Owner [] Other
(give title below) (specify below)

VICE PRESIDENT, SECRETARY AND GENERAL COUNSEL

7. Individual or Joint/Group Reporting (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 of Security
7. Nature
(Instr. 3)
of In-
direct
Bene-
2. Trans-
action
Date
(Month/
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
6. Owner-
ship
Form:
Direct

Official	Day/	End of	(D) or
Indirect	Year)	Year	
Owner-			
ship	(A) or	(Instr. 3 and 4)	(I)
4) (Instr. 4)	Amount (D)	Price	(Instr.

</TABLE>

* If the form is filed by more than one reporting person, see instruction 4(b) (v).

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)				(A)
<S> <C> Employee Stock Option	<C> 23.5400	<C> 2/18/00	<C> A	<C> 22,500 (2)

<TABLE>
<CAPTION>

<S>		<C>	<C>	<C>	<C>	<C>	<C>
<C>							
(3)	2/17/10	Common Stock	22,500 (2)			22,500 (2)	D

</TABLE>

Explanation of Responses:

- (1) Includes 514 shares acquired under the Quanta Services, Inc. employee stock purchase plan in July 2000 and January 2001.
- (2) As adjusted to reflect a 3 for 2 stock split on April 10, 2000.
- (3) The Option vests in four equal installments beginning on 2/18/01.

/s/ BRAD EASTMAN

2/13/01

**Brad Eastman

Date

** 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.