/-----/ OMB APPROVAL /----/ / OMB Number: 3235-0362 / / Expires: December 31, 2001 / / Estimated average burden / hours per response..... 1.0 / +----+ UNITED STATES | FORM 5 | SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 [ ] Check box if STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP no longer subject to Section 16. Filed pursuant to Section 16(a) of the Securities Form 4 or Form 5 obligations may Exchange Act of 1934, Section 17(a) of the continue. See Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940 Instruction 1(b). [ ] Form 3 Holdings Reported [ ] Form 4 Transactions Reported 1. Name and Address of Reporting Person\* TUCCI GARY (Last) (First) (Middle) 14103 8TH STREET EAST (Street) SUMNER WASHINGTON 2. Issuer Name and Ticker or Trading Symbol QUANTA SERVICES, INC. - PWR 3. I.R.S. or Social Security Number of Reporting Person (Voluntary) Statement for Month/Year DECEMBER 2000 If Amendment, Date of Original (Month/Day/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 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 2. Trans- 3. Trans-4. Securities Acquired (A) 5. Amount of 6. Owner-7. Nature (Instr. 3) action action or Disposed of (D) Securities ship of In-Date Code (Instr. 3, 4 and 5) Beneficially Form: direct (Month/ (Instr. 8) Owned at Direct

End of

(D) or

Bene-

Day/

ficial Year) Year Indirect Owner-(Instr. 3 and 4) (A) or (I) ship Amount (D) Price (Instr. 4) (Instr. 4) <S> <C> <C> <C> <C> <C> <C> 11,545(1)(2) Common Stock D -----</TABLE> Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  $^{\star}$  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) <TABLE> <CAPTION> 1. Title of Derivative 2. Conver-3. Trans-4. Transac-5. Number of Deriv-Security (Instr. 3) sion or action tion Code ative Securities Acquired (A) or Exercise Date (Instr. 8) Price of (Month/ Disposed of (D) Deriv-Day/ (Instr. 3, 4, and 5) ative Year) Security -----(A) (D) <S> <C> <C> <C> <C> <C>

2/18/00

26,127(2)

23.5400

Employee Stock Option

6. Date Exer- 11. Na-		7. Title and	Amount of		8. Price	9. Nu	mber	10.	Owner-											
cisable and		Underlying	g Securities	3	of	of	Deriv-		ship Form											
ture		/T 2	1 4)		Dania				-£ D-											
Expiration of In-		(Instr. 3	and 4)		Deriv-	at	ive		of De-											
Date					ative	Se	cur-		rivative											
direct (Month/Day/					Secur-	i+	ies		Secu-											
Bene-					becar	10	105		beca											
Year)					ity	Ве	ne-		rity:											
ficial					(Instr. 5)	fi	cially		Direct											
Owner-					,		\_													
ship						Ow	ned		(D) or											
Date	Expira-		Amount or			at	End		Indi-											
(Instr. 4)		m' . 1 .	N			. 6	77		(1)											
Exer- cisable	tion Date	Title	Number of Shares				Year nstr. 4)		rect (1) (Instr. 4)											
						,			,											
						<	C>													
	0 /17 /10	G	06 107 (0)			0	c 107/0)		D.											
(3)		Common Stock					6,127(2)		D											
				\_		\_														
</TABLE>

## Explanation of Responses:

- (1) Includes 925 and 237 shares acquired under the Quanta Services, Inc. employee stock purchase plan in July 2000 and January 2001, respectively.
- (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/ GARY A. TUCCI 2/13/01 \_\_\_\_\_\_ \*\*Gary A. Tucci Date

 $^{\star\star}$  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.