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OMB APPROVAL
- OMB Number: 3235-0362
- Expires: December 31, 2001
- Estimated average burden hours per response...... 1.0

| 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

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1. Name and Address of Reporting Person*

FOSTER	VINCENT	D.
(Last)	(First)	(Middle)

1360 POST OAK BLVD., STE. 800
(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)

   [X] Director   [ ] Officer (give title below)   [ ] 10% Owner   [ ] Other (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 (Instr. 3)	2. Transaction Date (Month/	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at	6. Ownership Form: Direct	7. Nature of Indirect Bene-

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5): Amount	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at End of Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Limited Vote Common Stock	11/1/00	G	400	D		191,698(2)	D	
Common Stock	4/15/00	J	4,500(1)	D		-0-	I	by General Partner
Common Stock	4/15/00	J	4,500(1)	A		4,500	I	by General Partner

</TABLE>

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

* 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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5): (A)	(D)
Employee Stock Option	23.5400	2/18/00	A	78,921(2)	

Employee Stock Option	43.9375	5/24/00	A	7,500

</TABLE>

<TABLE>
<CAPTION>

6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C> <C>
(3)	2/17/10	Common Stock	78,921(2)		78,921(2)	D	
(4)	5/23/10	Common Stock	7,500		7,500	D	

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Explanation of Responses:

(1) Transfer of Common Stock from Main Street Merchant Partners, L.P. to Main Street Equity Ventures II, L.P., of which the reporting person is general partner, on 4/15/00.
(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.
(4) The Option vests in four equal installments beginning on 5/24/01.

/s/ VINCENT D. FOSTER 2/13/01

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**Vincent D. Foster 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.