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/-----/

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

+-----+
| FORM 5 |
+-----+

[] 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*

WILLIS	MICHAEL	T.
-----	-----	-----
(Last)	(First)	(Middle)
4400 POST OAK PARKWAY, SUITE 2575		

(Street)		
HOUSTON	TEXAS	77027
-----	-----	-----
(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	☐ Officer	☐ 10% Owner	☐ Other
(give title below)		(specify below)	

7. Individual or Joint/Group Reporting (Check Applicable Line)

☒ 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	action	action	or Disposed of (D)	Securities	ship
(Instr. 3)	Date	Code	(Instr. 3, 4 and 5)	Beneficially	Form:
of In-	(Month/	(Instr. 8)		Owned at	Direct
direct	Day/			End of	(D) or
Bene-					

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 Acquired (A) or Disposed of (Instr. 3, 4, and 5)
(D)				(A)
-----				-----
(D)				(A)
-----				-----
<S>	<C>	<C>	<C>	<C>
<C>				
Employee Stock Option	43.9375	5/24/00	A	7,500
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</TABLE>

<TABLE>

<CAPTION>

6. Date Exer- 11. Na- cisable and ture Expiration of In- Date direct (Month/Day/ Bene- Year) ficial Owner- ship Date (Instr. 4) Exer- cisable	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Title Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Year (Instr. 4)	10. Owner- ship Form of De- rivative Secu- rity: Direct (D) or Indi- rect (1) (Instr. 4)
11/24/00	Common Stock		7,500	D

<S> <C> <C> <C> <C> <C> <C> <C>
<C>
11/24/00 5/23/10 Common Stock 7,500 7,500 D

</TABLE>

Explanation of Responses:

/s/ MICHAEL T. WILLIS

2/13/01

**Michael T. Willis

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.