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/ OMB APPROVAL /  
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/-----/

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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

1. Name and Address of Reporting Person/1/

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. IRS Identification Number of Reporting Person, if an Entity  
(voluntary) -----

4. Statement For Month/Year March 2001  
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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 2. Trans- 3. Trans- 4. Securities Acquired (A) 5. Amount of 6. Owner-  
7. Nature of In-Security direct (Instr. 3) Bene-  
of action action or Disposed of (D) Securities ship  
of In-Security Date Code (Instr. 3, 4 and 5) Beneficially Form:  
direct (Instr. 3) (Month/ (Instr. 8) Owned at Direct  
Bene- Day/ ----- End of (D) or

Official Owner- ship 4)	Year)	Code	V	Amount	(A) or (D)	Price	Month (Instr. 3 and 4)	Indirect (I) (Instr.
(Instr. 4)								

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

SEC 1474 (7-96) (Over)

<TABLE>  
<CAPTION>

<S>	<C>	<C>	<C>	<C>	<C>
<C>					
Stock Option	\$6.00	03/23/01	M		
15,000					

</TABLE>

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

11. Nature of Indirect derivative Securities Owned		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 Month (Instr. 4)	10. Owner-ship Form of Derivative Security Beneficially Owned at End of Month (Instr. 4)
		Date	Expiration Date	Title	Amount or Number of Shares			
<S> <C> Stock Option		<C> 08/11/98	<C> 02/10/08	<C> Common Stock	<C> 15,000	<C>	<C> -0-	<C> D

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</TABLE>

Explanation of Responses:

/s/ Michael T. Willis	4/9/01
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**Signature of Reporting Person	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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.  
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