

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

QUANTA SERVICES, INC.
(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of Incorporation)

75-2851603
(I.R.S. Employer
Identification No.)

1360 Post Oak Boulevard, Suite 2100
Houston, Texas 77056
(Address, including zip code, of Principal Executive Offices)

QUANTA SERVICES, INC. 1999 EMPLOYEE STOCK PURCHASE PLAN
(Full title of the Plan)

Dana A. Gordon, Esq.
Vice President, General Counsel & Secretary
Quanta Services, Inc.
1360 Post Oak Boulevard, Suite 2100
Houston, Texas 77056
(713) 629-7600
(Name, address, including zip code, and
telephone number, including area code, of
agent for service)

Copy to: T. Mark Edwards, Esq.
Gardere Wynne Sewell LLP
1601 Elm Street
Suite 3000
Dallas, Texas 75201
(214) 999-4654

CALCULATION OF REGISTRATION FEE

<TABLE>
<CAPTION>

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fee	Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration

<S>		<C>	<C>	<C>	<C>
	Common Stock, \$0.00001 Par value	1,000,000 shares	\$3.82	\$3,820,000	\$351.44
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- (1) Pursuant to Rule 416 under the Securities Act of 1933, shares issuable upon any stock split, stock dividend or similar transaction with respect to these shares are also being registered hereunder.
- (2) Calculated pursuant to Rule 457(h), based on the average of the high and low prices for the Common Stock as reported on the New York Stock Exchange Composite Tape for January 6, 2003.

Shares of Common Stock of the Registrant for issuance upon purchases of Common Stock under the Plan have been heretofore registered under a Registration Statement on Form S-8 No. 333-86375 of the Registrant. These shares of Common Stock and the Plan are described in the Section 10(a) prospectus for this registration statement in accordance with Rule 429 of the General Rules and Regulations under the Securities Act of 1933, as amended.

Section 4.1 of the of the Quanta Services, Inc. 1999 Employee Stock Purchase Plan (the "Plan") authorized 1,000,000 shares of Common Stock of the Company to be issued under the Plan, and provides that the number of shares may

be cumulatively increased on June 1, 2000 and each June 1 thereafter by an amount equal to the lesser of (a) 1,000,000 shares or (b) a lesser amount of shares determined by the Board. A Registration Statement on Form S-8 (File No. 333-86375) was filed with the Securities and Exchange Commission on September 1, 1999 (the "Prior S-8"), relating to the Plan. Subsequent to the filing of the Prior S-8, the Board approved a 3-for-2 stock split of Common Stock which was paid as a stock dividend to holders of the Common Stock of record at the close of business on March 27, 2000. No additional shares have been required until June 1, 2002, when an additional 1,000,000 shares of Common Stock were authorized pursuant to the terms of the Plan for issuance of Common Stock purchases under the Plan. The contents of the Prior S-8, including documents incorporated by reference therein, are incorporated by reference into this Registration Statement.

PART II

Item 8. Exhibits

In addition to the exhibits filed or incorporated by reference into the Prior S-8, the following documents are filed as Exhibits to this Registration Statement:

- 5.1 Opinion of Gardere Wynne Sewell LLP
- * 23.1 Consent of Arthur Andersen LLP (omitted pursuant to Rule 437(a))
- 23.2 Consent of legal counsel (included as part of Exhibit 5.1)
- 24.1 Power of Attorney (set forth on the signature page of this Registration Statement)

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* After reasonable efforts, the Registrant has been unable to obtain the consent of Arthur Andersen LLP in the incorporation in this Registration Statement of its report with respect to the Registrant's consolidated financial statements, which appeared in the Registrant's Annual Report on Form 10-K for the year ended December 31, 2001. Under these circumstances, Rule 437(a) under the Securities Act permits this Registration Statement to be filed without the written consent from Arthur Andersen LLP. As a result, participants eligible to obtain Common Stock under the Plan registered hereby may not be able to recover damages from Arthur Andersen LLP under Section 11 of the Securities Act, for any untrue statement of a material fact or any omission to state a material fact, contained in the Registrant's consolidated financial statements for the year ended December 31, 2001.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, and the State of Texas, on January 10, 2003.

QUANTA SERVICES, INC.
(Registrant)

By: /s/ JOHN R. COLSON

John R. Colson
Chief Executive Officer

POWER OF ATTORNEY

Each of the undersigned hereby appoints John R. Colson and James H. Haddox and each of them (with full power to act alone), as attorneys and agents for the undersigned, with full power of substitution, for and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act of 1933 any and all amendments and exhibits to this Registration Statement and any and all applications, instruments and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite or desirable.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated on January 10, 2003.

<TABLE>
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Signature -----	Title -----
<S>	<C>
/s/ JOHN R. COLSON ----- John R. Colson	Chief Executive Officer and Chairman of the Board of Directors (principal executive officer)
/s/ JAMES H. HADDOX ----- James H. Haddox	Chief Financial Officer (principal financial officer)
/s/ DERRICK A. JENSEN ----- Derrick A. Jensen	Vice President, Controller and Chief Account- ing Officer (principal accounting officer)
/s/ VINCENT D. FOSTER ----- Vincent D. Foster	Director

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<TABLE>
<CAPTION>

Signature -----	Title -----
<S>	<C>
/s/ JAMES R. BALL ----- James R. Ball	Director
- ----- Terrence P. Dunn	Director
/s/ LOUIS C. GOLM ----- Louis C. Golm	Director
/s/ BEN A. GUILL ----- Ben A. Guill	Director
/s/ GARY A. TUCCI ----- Gary A. Tucci	Director
/s/ JOHN R. WILSON ----- John R. Wilson	Director

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INDEX TO EXHIBITS

<TABLE>
<CAPTION>

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[GARDERE LOGO]

Direct: 214-999-4654
Direct Fax: 214-999-3654
medwards@gardere.com

January 10, 2003

Quanta Services, Inc.
1360 Post Oak Boulevard
Suite 2100
Houston, Texas 77056

Re: Quanta Services, Inc. 1999 Employee Stock Purchase Plan

Ladies and Gentlemen:

We have acted as counsel to Quanta Services, Inc., a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), on Form S-8 (the "Registration Statement") of an additional 1,000,000 shares of Common Stock, \$0.00001 par value (the "Shares"), of the Company issuable under the Quanta Services, Inc. 1999 Employee Stock Purchase Plan (the "Plan").

We have assisted the Company in the preparation of, and are familiar with, the Registration Statement of the Company filed with the Securities and Exchange Commission on January 10, 2003 for the registration under the Securities Act of the Shares covered by the Plan.

With respect to the foregoing, we have examined and have relied upon originals or copies, certified or otherwise identified to our satisfaction, of such corporate records, documents, orders, certificates and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

Based upon the foregoing, we are of the opinion that (i) the Shares are duly authorized; and (ii) upon the issuance of the Shares against payment therefor of an amount equal to at least the par value of each Share in accordance with the Plan, the Shares will be validly issued, fully paid and non-assessable.

GARDERE WYNNE SEWELL LLP
3000 Thanksgiving Tower, 1601 Elm Street, Dallas, Texas 75201-4761
[_] 214.999.3000 Phone [_] 214.999.4667 Fax

Quanta Services, Inc.
January 10, 2003
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We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

GARDERE WYNNE SEWELL LLP

By: /s/ T. MARK EDWARDS

T. Mark Edwards, Partner