
**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:

Randall G. Ray, Esq.
Gardere Wynne Sewell LLP
1601 Elm Street
Suite 3000
Dallas, Texas 75201
(214) 999-4544

CALCULATION OF REGISTRATION 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 fee
Common Stock, \$0.00001 Par value	1,000,000 shares	\$6.23	\$ 6,230,000	\$ 789.34

- (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 August 18, 2004.

Shares of Common Stock of the Registrant for issuance upon purchases of Common Stock under the Plan have been heretofore registered under Registration Statements on Form S-8 No. 333-102448, No. 333-105997 and 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 “Initial S-8”) to register 1,000,000 shares of Common Stock of the Company relating to the Plan. Subsequent to the filing of the Initial 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, which resulted in an additional 500,000 shares of Common Stock of the Company registered under the Initial S-8. Additional Registration Statements on Form S-8 were filed with the Securities and Exchange Commission (collectively with the initial S-8, the “Prior S-8”) to register additional shares of Common Stock of the Company that were authorized pursuant to the terms of the Plan for issuance of Common Stock proceeds under the Plan as follows:

DATE OF FILING	NUMBER OF SHARES REGISTERED
January 10, 2003	1,000,000
June 1, 2003	1,000,000

As a result of the filing of the Prior S-8, 3,500,000 shares of Common Stock of the Company were registered with respect to the Plan. On June 1, 2004, 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
10.1	Amendment No. 1 to Quanta Services, Inc. 1999 Employee Stock Purchase Plan
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm
23.2	Notice Regarding Consent of Arthur Andersen LLP
23.3	Consent of legal counsel (included as part of Exhibit 5.1)
24.1	Power of Attorney (set forth on the signature page of the Registration Statement)

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 August 20, 2004.

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 August 20, 2004.

Signature	Title
<u>/s/ John R. Colson</u>	
<u>John R. Colson</u>	Chief Executive Officer and Chairman of the
<u>/s/ James H. Haddox</u>	Board of Directors
<u>James H. Haddox</u>	(principal executive officer)
<u>/s/ Derrick A. Jensen</u>	Chief Financial Officer
<u>Derrick A. Jensen</u>	(principal financial officer)
<u>/s/ Vincent D. Foster</u>	Vice President, Controller and Chief
<u>Vincent D. Foster</u>	Accounting Officer
	(principal accounting officer)
	Director

Signature
/s/ James R. Ball
James R. Ball /s/ Bernard Fried
Bernard Fried /s/ H. Jarrell Gibbs
H. Jarrell Gibbs /s/ Louis C. Golm
Louis C. Golm /s/ Ben A. Guill
Ben A. Guill /s/ Thomas J. Sikorski
Thomas J. Sikorski /s/ Gary A. Tucci
Gary A. Tucci /s/ John R. Wilson
John R. Wilson

Title
Director
Director
Director
Director
Director
Director
Director
Director

INDEX TO EXHIBITS

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EXHIBIT 5.1
[GARDERE LETTERHEAD]

August 20, 2004

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

Ladies and Gentlemen:

We have acted as counsel to Quanta Services, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing by the company with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to an aggregate of 1,000,000 additional shares of Common Stock, \$0.00001 par value (the "Shares"), to be issued pursuant to the Company's 1999 Employee Stock Purchase Plan (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. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity with originals of all documents submitted to us as copies.

Based upon the foregoing, we are of the opinion that the Shares that from time to time may be issued under the Plan in accordance with appropriate proceedings of the Board of Directors of the Company or a committee thereof pursuant to the terms of the Plan, when so issued and sold at prices in excess of the par value of the Shares in accordance with the provisions of the Plan and related agreements entered into by the Company, will be duly and validly authorized and issued by the Company and fully paid and non-assessable.

We hereby consent to the filing of this opinion as an Exhibit 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. This opinion letter is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters. We assume no obligation to update or supplement this opinion letter to reflect any facts or circumstances that arise after the date of this opinion letter and come to our attention, or any future changes in law.

GARDERE WYNNE SEWELL LLP

By: /s/ Randall G. Ray
Randall G. Ray, Partner

**AMENDMENT NO. 1
TO
QUANTA SERVICES, INC.
1999 EMPLOYEE STOCK PURCHASE PLAN**

This Amendment No. 1 to the Quanta Services, Inc. 1999 Employee Stock Purchase Plan (the "Plan") is adopted by Quanta Services, Inc., a Delaware corporation (the "Company"), effective as of May 20, 2004.

WITNESSETH

WHEREAS, the Company adopted the Quanta Services, Inc. 1999 Employee Stock Purchase Plan for the benefit of its eligible employees and the employees of its participating affiliated companies, effective as of June 1, 1999; and

WHEREAS, pursuant to Section 22 of the Plan and in connection with the recent adoption of Rule 303A.08 by the New York Stock Exchange, the Board of Directors of the Company (the "Board") desires to amend the Plan to limit the term thereof to ten (10) years from its original effective date;

NOW THEREFORE, the Board hereby amends Section 1.3 of the Plan by restatement in its entirety to read as follows:

1.3 Term of Plan. The Plan shall continue in effect until the earlier of its termination by the Board or May 31, 2009.

This Amendment No. 1 to the Plan is adopted by the Company effective as of the day and year first above written.

QUANTA SERVICES, INC.

By: /s/ Dana A. Gordon

Name: Dana A. Gordon

Title: Vice President & General Counsel

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 10, 2004, relating to the consolidated financial statements of Quanta Services, Inc. and its subsidiaries for the year ended December 31, 2003, which appears in the December 31, 2003 annual report on Form 10-K of Quanta Services, Inc.

/s/ PRICEWATERHOUSECOOPERS LLP
PricewaterhouseCoopers LLP

Houston, Texas
August 20, 2004

EXHIBIT 23.2

NOTICE REGARDING CONSENT OF ARTHUR ANDERSEN LLP

On June 28, 2002, the Company dismissed Arthur Andersen LLP (“Arthur Andersen”) as its independent auditor and appointed PricewaterhouseCoopers LLP to replace Arthur Andersen. After reasonable efforts, the Company has been unable to obtain Arthur Andersen’s written consent to the incorporation by reference in this Registration Statement of Arthur Andersen’s audit reports with respect to the Company’s financial statements as of December 31, 2001 and December 31, 2000 and for the years then ended. Under these circumstances, Rule 437a of the Securities Act of 1933, as amended (the “Securities Act”), permits the Company to file this Registration Statement without a written consent from Arthur Andersen.

Section 11(a) of the Securities Act provides that if any part of a registration statement at the time such part becomes effective contains an untrue statement of a material fact or omits to state a material fact required to be stated therein or necessary to make the statements therein not misleading, any person acquiring a security pursuant to such registration statement (unless it is proved that at the time of such acquisition such person knew of such untruth or omission) may sue, among others, every accountant who has consented to be named as having prepared or certified any part of the registration statement, or as having prepared or certified any report or valuation which is used in connection with the registration statement, with respect to the statement in such registration statement, report, or valuation, which purports to have been prepared or certified by the accountant.

As noted above, Arthur Andersen has not consented to the incorporation by reference of any audit report in this Registration Statement. As a result, Arthur Andersen may not be liable under Section 11(a) of the Securities Act to those persons purchasing shares registered under this Registration Statement. The Company believes, however, that other persons who are liable under Section 11(a) of the Securities Act, including the Company’s officers and directors, may still rely on Arthur Andersen’s audit reports as being made by an expert under the due diligence defense provision of Section 11(b) of the Securities Act.