

UNITED STATES SECURITIES AND EXCHANGE COMMISSION**Washington, D.C. 20549****FORM S-3****REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933****QUANTA SERVICES, INC.**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)**74-2851603**
(I.R.S. employer
identification number)**1360 Post Oak Boulevard, Suite 2100
Houston, Texas 77056
(713) 629-7600**(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)**Dana A. Gordon, Esq.
Vice President, General Counsel and Secretary
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)

Copies to:**W. Robert Shearer, Esq.
Baker & Hostetler LLP
1000 Louisiana, Suite 2000
Houston, Texas 77002
(713) 646-1391****Thomas R. Denison
First Reserve Corporation
One Lafayette Place
Greenwich, CT 06830
(203) 661-6601****Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☒If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earliest effective registration statement for the same offering. ☒ Registration No. 333-114938If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. ☐If delivery of the Prospectus is expected to be made pursuant to Rule 434, please check the following box. ☐**THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE
COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933.****CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$.00001 per share	3,817,000(1)	\$ 7.02(2)	\$ 26,795,340(2)	\$ 3,395(3)

- (1) Does not include an aggregate of 20,000,000 shares of common stock registered by Quanta Services, Inc. on its registration statement on Form S-3 (Registration No. 333-114938) for the same offering.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act.

- (3) Calculated pursuant to Rule 457(c) under the Securities Act, on the basis of \$7.02 per share, which was the average of the high and low prices of the Registrant's common stock as reported on the New York Stock Exchange on September 15, 2004.
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EXPLANATORY NOTE AND INCORPORATION BY REFERENCE OF SELECTED INFORMATION

This registration statement is filed by Quanta Services, Inc. with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933 and General Instruction IV to Form S-3. The contents of our registration statement on Form S-3 (Registration No. 333-114938), filed with the Securities and Exchange Commission on April 28, 2004 and declared effective on June 30, 2004, relating to the offering of 20,000,000 shares of common stock by a selling stockholder are hereby incorporated herein by reference. This registration statement is filed solely for the purpose of registering an additional 3,817,000 shares of our common stock for sale by a selling stockholder in the same offering.

We hereby certify to the Securities and Exchange Commission that:

- we have instructed our bank to pay the Securities and Exchange Commission the filing fee set forth on the cover page of this registration statement by a wire transfer of that amount to the account of the Securities and Exchange Commission at Mellon Bank as soon as practicable (but no later than the close of business on September 21, 2004);
 - we will not revoke those instructions;
 - we have sufficient funds in the relevant account to cover the amount of the filing fee; and
 - we will confirm receipt of the instructions by our bank during the bank's regular hours of business on September 21, 2004.
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PART II

ITEM 16. EXHIBITS

5.1	Opinion of Baker & Hostetler LLP as to the legality of the securities being registered (filed herewith)
23.1	Consent of PricewaterhouseCoopers LLP (filed herewith)
23.2	Consent of Baker & Hostetler LLP (see Exhibit 5.1)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 20th day of September, 2004.

QUANTA SERVICES, INC.

By: /s/ John R. Colson
John R. Colson
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed on September 20, 2004, by the following persons in the capacities indicated below:

SIGNATURE	TITLE (CAPACITY)
<hr/>	
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John R. Colson	Chief Executive Officer, Director
*	(Principal Executive Officer)
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James R. Ball	Director
*	
<hr/>	
Vincent D. Foster	Director
*	
<hr/>	
Bernard Fried	Director
*	
<hr/>	
H. Jarrell Gibbs	Director
*	
<hr/>	
Louis C. Golm	Director
*	
<hr/>	
Ben A. Guill	Director
*	
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Thomas J. Sikorski	Director
*	
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Gary A. Tucci	
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*

Director

John R. Wilson

By: */s/ Dana A. Gordon
Dana A. Gordon
Attorney-in-Fact

INDEX TO EXHIBITS

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[BAKER & HOSTETLER LLP LETTERHEAD]

September 20, 2004

Quanta Services, Inc.
1360 Post Oak Blvd., Suite 2100
Houston, Texas 77056-3023

Ladies and Gentlemen:

We have acted as counsel to Quanta Services, Inc. (the “Company”) in connection with the preparation and filing by the Company with the Securities and Exchange Commission of (a) a registration statement on Form S-3 (Registration No. 333-114938) (the “Initial Registration Statement”) under the Securities Act of 1933, as amended, relating to the registration of 20,000,000 shares of the Company’s common stock, par value \$.00001 per share (the “Common Stock”), and (b) a second registration statement relating to the registration of 3,817,000 additional shares of the Company’s Common Stock (the “Subsequent Registration Statement” and, together with the Initial Registration Statement, the “Registration Statements”). The shares of Common Stock registered pursuant to the Registration Statements are to be sold by that certain selling stockholder listed in the Prospectus that forms a part of the Registration Statements, as such Prospectus may be amended or supplemented from time to time (the “Prospectus”).

In so acting, we have examined originals or copies (certified or otherwise identified to our satisfaction) of the Registration Statements, the Prospectus, and such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinions hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to these opinions that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that:

1. The Company is a corporation validly existing and in good standing under the laws of the State of Delaware.
2. The shares of Common Stock registered pursuant to the Registration Statements are duly authorized, validly issued, fully paid and nonassessable.

The opinions expressed herein are limited to the corporate laws of the State of Delaware and the federal laws of the United States, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the use of this letter as an exhibit to the Subsequent Registration Statement and to any and all references to our firm in the Prospectus which is a part of the Registration Statements.

Very truly yours,

/s/ Baker & Hostetler LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated March 10, 2004 relating to the consolidated financial statements, which appears in Quanta Services, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2003.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP

Houston, Texas
September 20, 2004