
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (Date of earliest event reported): **DECEMBER 2, 2004**

QUANTA SERVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-13831

(Commission File No.)

74-2851603

(IRS Employer Identification No.)

**1360 Post Oak Boulevard, Suite 2100
Houston, Texas 77056**

(Address of principal executive offices, including ZIP code)

(713) 629-7600

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ~~see~~ General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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TABLE OF CONTENTS

[Item 1.01 Entry Into A Material Definitive Agreement.](#)

[Item 9.01 Financial Statements and Exhibits.](#)

[SIGNATURE](#)

[Exhibit Index](#)

[Director Compensation Summary](#)

Item 1.01 Entry Into A Material Definitive Agreement.

On December 2, 2004, the Board of Directors of Quanta Services, Inc. (“Quanta”) approved a revision to Quanta’s director compensation, effective as of the 2005 Annual Meeting of the Board of Directors, that provides for the payment of annual cash retainers in the amounts of (i) \$5,000 to the chairman of the Audit Committee and (ii) \$3,000 to the chairman of the Governance and Nominating Committee and to the chairman of the Compensation Committee. A summary of Quanta’s director compensation is filed herewith as an exhibit.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit No.	Exhibit
10.1	Director Compensation Summary of Quanta Services, Inc.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 7, 2004

QUANTA SERVICES, INC.

By: /s/ DANA A. GORDON

Name:

Title: Dana A. Gordon

Vice President - General Counsel

Exhibit Index

Exhibit No.	Exhibit
10.1	Director Compensation Summary of Quanta Services, Inc.



Director Compensation Summary

(to be effective as of the May 2005 Annual Meeting of the Board of Directors)

Directors who also are employees of Quanta or any of its subsidiaries do not receive additional compensation for serving as directors. Each non-employee director receives a fee for attendance at each meeting of the Board of Directors or any committee according to the following schedule: \$2,000 for attendance at a board meeting in person; \$1,000 for attendance at a board meeting by telephone; \$1,000 for attendance at a committee meeting in person; \$500 for attendance at a committee meeting by telephone; and \$500 additional compensation for attendance at a committee meeting by the committee chairman. Upon initial appointment to the Board of Directors other than at an annual meeting of stockholders, for the period from the appointment through the end of the director service year during which the appointment is made, each such initially appointed non-employee director receives a pro rata portion of both (i) an annual cash retainer payment of \$30,000 and (ii) an annual award of shares of restricted Common Stock having a value of \$60,000. Upon initial election to the Board of Directors at an annual meeting of stockholders, each such initially elected non-employee director receives an annual cash retainer payment of \$30,000 and an annual award of shares of restricted Common Stock having a value of \$120,000. At every annual meeting of stockholders at which a non-employee director is re-elected or remains a director, each such re-elected or remaining non-employee director receives an annual cash retainer payment of \$30,000 and an annual award of shares of restricted Common Stock having a value of \$60,000. In addition, at every annual meeting of the Board of Directors, the chairman of the Audit Committee receives an annual cash retainer payment of \$5,000 and the chairman of the Compensation Committee and of the Governance and Nominating Committee receive an annual cash retainer payment of \$3,000. Directors are reimbursed for reasonable out-of-pocket expenses incurred in attending meetings of the Board of Directors or the committees thereof, and for other expenses reasonably incurred in their capacity as directors of Quanta.