
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*): **October 9, 2008**
(October 8, 2008)

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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Item 8.01 Other Events.

On October 8, 2008, Quanta issued a press release announcing that, following the issuance of its notice to redeem all of its outstanding 4.50% Convertible Subordinated Debentures due 2023, the registered holders of approximately 99.9% of the notes elected to convert their notes into shares of Quanta’s common stock prior to the redemption date. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release of Quanta Services, Inc. dated October 8, 2008

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: October 9, 2008

QUANTA SERVICES, INC.

By: /s/ TANA L. POOL

Name: Tana L. Pool

Title: Vice President and General Counsel

Exhibit Index

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release of Quanta Services, Inc. dated October 8, 2008



FOR IMMEDIATE RELEASE

08-14

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**Quanta Announces Conversion of 4.5% Convertible
Subordinated Notes Following Redemption Notice**

HOUSTON — Oct. 8, 2008 — Quanta Services, Inc. today announced that, following the issuance on Aug. 27, 2008 of its notice to redeem all of its outstanding 4.5% convertible subordinated notes due 2023, the registered holders of approximately 99.9%, or \$269.8 million aggregate principal amount, of the notes elected to convert their notes into shares of Quanta Services common stock prior to the redemption date of Oct. 8, 2008.

In accordance with the terms of the indenture governing the 4.5% convertible subordinated notes, each \$1,000 principal amount of the notes were convertible into 89.7989 shares, which is equivalent to a price of \$11.14 per share. As a result of the conversions, the company issued approximately 24.2 million shares of its common stock. These shares have been included in Quanta's diluted share count during the past several quarters.

The remaining outstanding \$155,000 principal amount of the notes were either repurchased or redeemed in accordance with the terms of the indenture. Payment of the repurchase and redemption price was made by Wells Fargo Bank, National Association, as trustee. The notes were originally issued on Oct. 17, 2003, in the aggregate principal amount of \$270 million and, as a result of this and prior conversions of certain of the notes, no notes remain outstanding.

Quanta Services is a leading specialized contracting services company, delivering infrastructure network solutions for the electric power, natural gas, telecommunications and cable television industries. The company's comprehensive services include designing, installing, repairing and maintaining network infrastructure nationwide. Additionally, Quanta provides point-to-point fiber optic telecommunications infrastructure and leasing in select markets and offers related design, procurement, construction and maintenance services. With operations throughout North America, Quanta has the manpower, resources and expertise to complete projects that are local, regional, national or international in scope.

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