

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response...0.5

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935
or Section 30(h) of the Investment Company Act of 1940**

☐ Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b)

1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i> First Reserve GP IX, Inc. One Lafayette Place <div style="text-align: center;"><i>(Street)</i></div> Greenwich, CT 06830 <div style="display: flex; justify-content: space-between;"><i>(City)</i><i>(State)</i><i>(Zip)</i></div>	2. Issuer Name and Ticker or Trading Symbol Quanta Services, Inc. (NYSE: PWR) 4. Statement for <i>(Month/Day/Year)</i> 4/28/03	3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i> 5. If Amendment, Date of Original <i>(Month/Day/Year)</i>
<div style="text-align: center;"><i>(Street)</i></div> Greenwich, CT 06830 <div style="display: flex; justify-content: space-between;"><i>(City)</i><i>(State)</i><i>(Zip)</i></div>	6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i> <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner </div> <input type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i> <div style="border-bottom: 1px solid black; width: 100%;"></div>	7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i> <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2a. Deemed Execution Date, if any. (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	4/28/03		J(1)		8,610	A	\$3.71
Common Stock	4/28/03		J(1)		7,749	A	\$3.30
Common Stock	4/28/03		J(1)		656	A	\$3.23
Common Stock	4/28/03		J(1)		1,115,165	A	\$2.95
Common Stock	4/28/03		J(1)		27,849	A	\$3.18
Common Stock	4/28/03		J(1)		492	A	\$3.10
Common Stock	4/28/03		J(1)		18,450	A	\$3.14
Common Stock	4/28/03		J(1)		120	A	\$3.25
					42,234,410	(1)	

**Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

[illegible]

[illegible]

(1) This Form 4 is being filed on behalf of First Reserve GP IX, Inc. ("GP IX, Inc."), First Reserve GP IX, L.P. ("GP IX, LP"), and First Reserve Fund IX, L.P. ("Fund IX"), each as 10% beneficial owners (the "Fund Entities"). GP IX, LP is the general partner of Fund IX, and GP IX, Inc. is the general partner of GP IX, LP. On April 28, 2003, Fund IX exercised its pre-emptive rights under the October 15, 2002 Investor Rights Agreement by and between Fund IX and the Issuer, and purchased the common stock as reported on this Form 4. As a result of the transactions reported on this Form 4, Fund IX is the record holder of 42,175,474 shares of Common Stock. In addition, the Fund Entities may be deemed to beneficially own 21,200 shares of Common Stock held of record by Ben A Guill, a director of the Issuer, and President of GP IX, Inc., and 37,736 shares of Common Stock held of record by Thomas Sikorski, a director of the Issuer, and Managing Director of GP IX, Inc.

/s/ Thomas R. Denison, Managing Director of First Reserve GP IX, Inc.(2)

4/28/03

**Signature of Reporting Person

Date _____

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.