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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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**FORM 8-K**

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

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**DATE OF REPORT (Date of earliest event reported): MARCH 2, 2005**

**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)*

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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 7.01 Regulation FD Disclosure.**

On March 2, 2005, Quanta issued a press release announcing that certain of its executive officers will submit Form 4 filings to report the withholding of shares pursuant to Section 16 of the Securities Exchange Act of 1934. A copy of the press release is furnished herewith as an exhibit.

The information furnished in this Current Report on Form 8-K, including the exhibits, shall not be deemed “filed” with the SEC and will not be incorporated by reference into any registration statement filed under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

Exhibit No.	Exhibit
99.1	Press Release of Quanta Services, Inc. dated March 2, 2005

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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: March 2, 2005

QUANTA SERVICES, INC.

By: /s/ DANA A. GORDON

Name: Dana A. Gordon

Title: Vice President - General Counsel

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## Exhibit Index

Exhibit No.	Exhibit
99.1	Press Release of Quanta Services, Inc. dated March 2, 2005



## *PRESS RELEASE*

**FOR IMMEDIATE RELEASE**

**05-02**

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### **OFFICERS OF QUANTA SERVICES TO REPORT THE WITHHOLDING OF SHARES**

**HOUSTON — March 2, 2005** — Quanta Services, Inc. (NYSE: PWR) announced today that certain of its executive officers will submit Form 4 filings pursuant to Section 16 of the Securities Exchange Act of 1934.

Under Quanta's 2001 Stock Incentive Plan, certain of its employees, including certain executive officers, previously received restricted stock awards, a portion of which vested on February 28, 2005. Pursuant to the Plan, employees may elect to satisfy their tax withholding obligations upon vesting by having Quanta make the tax payments and withhold a number of vested shares having a value on the date of vesting equal to the employee's tax withholding obligation. As a result of employee elections, Quanta withheld shares of stock from certain of its executive officers to satisfy their tax obligations. The Form 4 filings will report as "dispositions" the number of shares withheld by Quanta.

Quanta Services, Inc. is a leading provider of specialized contracting services, delivering end-to-end network solutions for electric power, gas, telecommunications and cable television industries. The company's comprehensive services include designing, installing, repairing and maintaining network infrastructure nationwide.

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