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**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)

<b>1. Name and Address of Reporting Person*</b> <i>(Last, First, Middle)</i>  First Reserve GP IX, Inc.     c/o 411 West Putnam Avenue, Suite 109  <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>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  Quanta Services, Inc. (NYSE: PWR)     <b>4. Statement for</b> <i>(Month/Day/Year)</i> 12/23/02	<b>3. I.R.S. Identification Number of Reporting Person, if an entity</b> <i>(Voluntary)</i>        <b>5. If Amendment, Date of Original</b> <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>	<b>6. Relationship of Reporting Person(s) to Issuer</b> <i>(Check All Applicable)</i> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner </div> <div style="margin-top: 5px;"><input type="checkbox"/> Officer <i>(give title below)</i></div> <div style="margin-top: 5px;"><input type="checkbox"/> Other <i>(specify below)</i></div> <div style="border-bottom: 1px solid black; height: 15px; margin-top: 5px;"></div>	<b>7. Individual or Joint/Group Filing</b> <i>(Check Applicable Line)</i> <div style="margin-top: 5px;"><input type="checkbox"/> Form filed by One Reporting Person</div> <div style="margin-top: 5px;"><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</div>

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

[illegible]

[illegible]

5.	<b>Date Exercisable and Expiration Date</b> <i>(Month/Day/Year)</i>	7.	<b>Title and Amount of Underlying Securities</b> <i>(Instr. 3 and 4)</i>	8.	<b>Price of Derivative Security</b> <i>(Instr. 5)</i>	9.	<b>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)</b> <i>(Instr. 4)</i>	10.	<b>Ownership Form of Derivative Security: Direct (D) or Indirect (I)</b> <i>(Instr. 4)</i>	11.	<b>Nature of Indirect Beneficial Ownership</b> <i>(Instr. 4)</i>
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[illegible]

(1) This Form 4 is being filed on behalf of First Reserve GP IX, Inc., First Reserve GP IX, L.P., and First Reserve Fund IX, L.P. ("Fund IX"), each as 10% beneficial owners (the "Fund Entities"). The Series E Convertible Preferred stock acquired and reported on this Form 4 was purchased pursuant to a Securities Purchase Agreement between the Issuer and Fund IX dated October 15, 2002.

(2) In addition to the 2,430,741 shares of Series E Preferred Convertible as reported on this Form 4, the Fund Entities also beneficially own 4,696,900 shares of Series A Convertible Preferred Stock.

(3) First Reserve GP IX, Inc. is signing for itself, as the designated filer, as well as in the capacity of general partner of First Reserve GP IX, L.P. ("GP IX"). GP IX is signing for First Reserve Fund IX, L.P., as its general partner. All reporting entities and persons have the same address as First Reserve GP IX, Inc.

12/23/02

Date \_\_\_\_\_

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