#### FORM 5

Form 3 Holdings Reported.

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

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVA
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## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
Form 4 Transactions Reported. or Section 30(h) of the Investment Company Act of 1940

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1. Name and Addres	s of Reporting Persor	n*	2. Issuer Name <b>and</b> Ticker or Trading Symbol  QUANTA SERVICES INC [ PWR ]	Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2004	Officer (give title Other (specify below) below)
(Street)	BOULEVARD,	SUITE 2100	4. If Amendment, Date of Original Filed (Month/Day/Year)	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person
HOUSTON	TX	77056		Tominically more than one reporting release
(City)	(State)	(Zip)		

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

1. Title of Security (Instr. 3)	2. Transaction Date	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acqu (Instr. 3, 4 and 5)	ired (A) or	Disposed Of (D)	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
	(Month/Day/Year)			Amount	(A) or (D)	Price	Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Common Stock	12/13/2004		G	7,500	D	\$7.6	144,062	D	
Common Stock	12/21/2004		G	3,000	D	\$7.8	141,062	D	
Common Stock	02/01/2005		<b>J</b> <sup>(1)</sup>	3,835	Α	\$0	144,897	D	
Limited Vote Common Stock							191,698	D	
Common Stock							13,500	I	By general partnership
Common Stock	02/01/2005		<b>J</b> <sup>(1)</sup>	3,835	D	\$0	0	I	By limited liability company

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)		Derivative		erivative Expiration Date (Month/Day/Year) cquired (A) or isposed of (D)				of Derivative Security (Instr. 5)	derivative	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	lirect ficial ership
			(A	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)				

#### **Explanation of Responses:**

1. Distribution from Main Street Equity Ventures II LP

Vincent D Foster

02/14/2005

\*\* Signature of Reporting Person

Date

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).