

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person * <u>ONEIL JAMES F</u> (Last) (First) (Middle) 1360 POST OAK BOULEVARD, SUITE 2100 (Street) HOUSTON TX 77056 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>QUANTA SERVICES INC [PWR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Sr. VP Operations Int. & Audit</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/22/2002</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Transaction(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								32,035	D	
Common Stock	03/10/2003		A		335 ⁽¹⁾	A	\$0 ⁽²⁾	335	I	By Spouse

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to buy)	\$12.15	06/22/2002		J ⁽³⁾		250		06/22/2002	02/07/2012	Common Stock	250	\$0	250	I	By Spouse
Stock Options (Right to buy)	\$12.15	03/10/2003		D			250	06/22/2002	02/07/2012	Common Stock	250	\$0	0	I	By Spouse
Stock Options (Right to buy)	\$16.71	06/22/2002		J ⁽³⁾		500		06/22/2002	06/22/2012	Common Stock	500	\$0	500	I	By Spouse
Stock Options (Right to buy)	\$16.71	03/10/2003		D			500	06/22/2002	06/22/2012	Common Stock	500	\$0	0	I	By Spouse

Explanation of Responses:

1. Reporting Person acquired beneficially ownership of these shares upon the exchange by his spouse of options for restricted stock on March 10, 2003 as reflected on table II.
2. On March 10, 2003, the reporting person tendered to the issuer for cancellation, pursuant to the issuer's option exchange program, an option previously granted to the reporting person. In exchange for the option, the reporting person received one share of restricted stock for every 2.24 eligible option shares tendered.
3. The Reporting Person acquired beneficial ownership of these shares upon his marriage to the owner of the shares on June 22, 2002.

Pamela L. Kunkemoeller

03/04/2004

** Signature of Reporting Person

Date

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).

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

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

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