

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
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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>FIRST RESERVE GP IX INC</u> (Last) (First) (Middle) <u>ONE LAFAYETTE PLACE</u> <u>THIRD FLOOR</u> (Street) <u>GREENWICH</u> <u>CT</u> <u>06830</u> (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2004</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	03/01/2004		S		3,259,000 ⁽¹⁾	D	\$8.3	38,999,630 ⁽²⁾	I ⁽³⁾	See FN ⁽³⁾

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				

1. Name and Address of Reporting Person * <u>FIRST RESERVE GP IX INC</u> (Last) (First) (Middle) <u>ONE LAFAYETTE PLACE</u> <u>THIRD FLOOR</u> (Street) <u>GREENWICH</u> <u>CT</u> <u>06830</u> (City) (State) (Zip)
1. Name and Address of Reporting Person * <u>FIRST RESERVE GP IX L P</u> (Last) (First) (Middle) <u>ONE LAFAYETTE PLACE</u> <u>THIRD FLOOR</u> (Street) <u>GREENWICH</u> <u>CT</u> <u>06830</u> (City) (State) (Zip)

1. Name and Address of Reporting Person *

FIRST RESERVE FUND IX L P

(Last) (First) (Middle)

ONE LAFAYETTE PLACE
THIRD FLOOR

(Street)
GREENWICH CT 06830

(City) (State) (Zip)

Explanation of Responses:

1. The sale of all shares as reported on this Form 4 were made by First Reserve Fund IX, L.P.

2. Consists of (i) 38,916,204 shares of Common Stock held by First Reserve Fund IX, L.P., (ii) 33,445 shares of Common Stock held by Ben A. Guill, a director of the Issuer, and (iii) 49,981 shares of Common Stock held by Thomas Sikorski, a director of the Issuer, for an aggregate of 38,999,630 shares of Common Stock. The Fund Entities (see, FN 3) share beneficial ownership of such Common Stock held by Messrs. Guill and Sikorski. Messrs. Guill and Sikorski disclaim any beneficial ownership of any securities of the Issuer held by the Fund Entities.

3. 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"), and First Reserve Fund IX, L.P. ("Fund IX"), each as 10% beneficial owners (collectively the "Fund Entities"). GP IX, Inc. is the general partner of GP IX, and GP IX is the general partner of Fund IX. The Fund Entities beneficially own the shares of common stock as reported on this Form 4.

Remarks:

First Reserve GP IX, Inc., by Thomas R. Denison, is signing for itself as the designated filer, as well as in the capacity of general partner of GP IX. GP IX is signing for Fund IX, as its general partner.

Thomas R. Denison, Managing 03/02/2004
Director

Thomas R. Denison 03/02/2004

Thomas R. Denison 03/02/2004

** 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.

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.