

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>  3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2004</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	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)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
---	--	---

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	05/20/2004		A		11,742	A	\$0	39,023,114 <sup>(2)</sup>	I <sup>(3)</sup>	See FN <sup>(3)</sup>
Common Stock <sup>(4)</sup>	05/20/2004		A		11,742	A	\$0	39,023,114 <sup>(2)</sup>	I <sup>(3)</sup>	See FN <sup>(3)</sup>

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					

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>GUILLE BEN A</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>SIKORSKI THOMAS</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 *		
<u>FIRST RESERVE FUND 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)

**Explanation of Responses:**

1. The common stock reported on this Form 4 was granted to Ben A. Guill under the issuer's 2001 Stock Incentive Plan.
2. Consists of (i) 38,916,204 shares of Common Stock held by First Reserve Fund IX, L.P., (ii) 45,187 shares of Common Stock held by Ben A. Guill, a director of the Issuer, and (iii) 61,723 shares of Common Stock held by Thomas Sikorski, a director of the Issuer, for an aggregate of 39,023,114 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"), and by Ben A. Guill and Thomas J. Sikorski, directors of the issuer. GP IX, Inc. is the general partner of GP IX, and GP IX is the general partner of Fund IX. The Fund Entities are entitled to a portion of the profits from any sale of stock held by Messrs. Guill and Sikorski, and therefore share beneficial ownership of such common stock. Messrs. Guill and Sikorski disclaim any beneficial ownership of any securities of the issuer held by the Fund Entities.
4. The common stock reported on this Form 4 was granted to Thomas J. Sikorski under the issuer's 2001 Stock Incentive Plan.

**Remarks:**

First Reserve GP IX, Inc. is signing for Itself as well as in its capacity as general partner of GP IX. GP IX is signing in its capacity as general partner of Fund IX. Thomas R. Denison is signing in his capacity as Attorney-in-Fact for Messrs. Guill and Sikorski

First Reserve GP IX, Inc. By  
Thomas R. Denison, Managing  
Director and Attorney-In-Fact for 05/24/2004  
Ben A. Guill and Thomas J.  
Sikorski  
By Thomas R. Denison, Attorney-  
in-Fact (see previously filed Power 05/24/2004  
of Attorney)  
By Thomas R. Denison, Attorney-  
in-Fact (see previously filed Power 05/24/2004  
of Attorney)  
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.