

**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

<b>1. Name and Address of Reporting Person *</b> <u>TUCCI GARY</u>  (Last) (First) (Middle) <u>1360 POST OAK BLVD., SUITE 2100</u>  (Street) <u>HOUSTON TX 77056-3023</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>QUANTA SERVICES INC [ PWR ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/01/2007</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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	02/01/2007		S		103,900 <sup>(1)</sup>	D	\$21	273,600	I	By Limited Partnership
Common Stock	02/02/2007		S		272,000 <sup>(1)</sup>	D	\$21	1,600	I	By Limited Partnership
Common Stock	02/02/2007		S		1,300 <sup>(1)</sup>	D	\$21.01	300	I	By Limited Partnership
Common Stock	02/02/2007		S		300 <sup>(1)</sup>	D	\$21.02	0 <sup>(2)</sup>	I	By Limited Partnership
Common Stock								67,198	D	

**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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. The sale of shares reported in this Form 4 were effected pursuant to a stock trading plan intended to comply with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, which was entered into effective August 29, 2006. The adoption of this plan was previously disclosed by the Company in its Current Report on Form 8-K filed with the Securities and Exchange Commission on September 6, 2006.
2. All of the 463,300 shares of the Company's common stock eligible for sale by Mr. Tucci pursuant to the stock trading plan that is intended to comply with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, as previously disclosed by the Company in its Current Report on Form 8-K filed with the Securities and Exchange Commission on September 6, 2006 have been sold. Thus, as reflected in Mr. Tucci's end of period holdings in this Form 4, he no longer holds any shares of the Company's common stock indirectly via the limited partnership described in the above referenced Form 8-K. The amount of shares of the Company's common stock held indirectly via this limited partnership by Mr. Tucci was inadvertently understated due to a transposition of two numbers in certain of his prior Form 4 filings and has been adjusted in accounting for the transactions reported in this Form 4.

**Remarks:**/s/ Gary A. Tucci02/05/2007

\*\* 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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