

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

☐ 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>Conaway John Michal</u>  (Last) (First) (Middle) <u>1360 POST OAK BOULEVARD, 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>06/13/2008</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	06/13/2008		M		18,265	A	\$13.1	28,892	D	
Common Stock	06/13/2008		S		5,065	D	\$32.75	23,827	D	
Common Stock	06/13/2008		S		200	D	\$32.76	23,627	D	
Common Stock	06/13/2008		S		300	D	\$32.8	23,327	D	
Common Stock	06/13/2008		S		100	D	\$32.805	23,227	D	
Common Stock	06/13/2008		S		900	D	\$32.82	22,327	D	
Common Stock	06/13/2008		S		1,100	D	\$32.84	21,227	D	
Common Stock	06/13/2008		S		200	D	\$32.85	21,027	D	
Common Stock	06/13/2008		S		2,000	D	\$32.86	19,027	D	
Common Stock	06/13/2008		S		2,600	D	\$32.87	16,427	D	
Common Stock	06/13/2008		S		400	D	\$32.88	16,027	D	
Common Stock	06/13/2008		S		2,000	D	\$32.89	14,027	D	
Common Stock	06/13/2008		S		2,300	D	\$32.9	11,727	D	
Common Stock	06/13/2008		S		500	D	\$32.91	11,227	D	
Common Stock	06/13/2008		S		500	D	\$32.95	10,727	D	
Common Stock	06/13/2008		S		100	D	\$32.96	10,627	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to buy)	\$13.1	06/13/2008		M			18,265	08/30/2007	02/01/2016	Common Stock	18,265	\$0.00	0	D	

Explanation of Responses:

Remarks:

/s/ Vincent A. Mercaldi, Atty-in-Fact 06/16/2008

\*\* 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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