

QUANTA SERVICES INC
Form 4
December 09, 2004

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FIRST RESERVE GP IX INC

(Last) (First) (Middle)

ONE LAFAYETTE PLACE, THIRD FLOOR

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
QUANTA SERVICES INC [PWR]

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2004

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
Common Stock	12/09/2004		S	(A) or (D) Price 369,200 (1) D \$ 7	15,161,052 (2) (3)	I (4)	See FN (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIRST RESERVE GP IX INC ONE LAFAYETTE PLACE THIRD FLOOR GREENWICH, CT 06830		X		
FIRST RESERVE FUND IX L P ONE LAFAYETTE PLACE GREENWICH, CT 06830		X		
FIRST RESERVE GP IX L P ONE LAFAYETTE PLACE GREENWICH, CT 06830		X		

Signatures

Thomas R. Denison, Managing Director
12/09/2004
**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The sale of shares as reported on this Form 4 were made by First Reserve Fund IX, L.P.
Consists of (i) 15,099,204 shares of Common Stock held directly by First Reserve Fund IX, L.P.; (ii) 45,187 shares of Common Stock issued to Ben A. Guill in his capacity as a director of the Issuer; and (iii) 16,661 shares of Common Stock held of record by Thomas Sikorski, a former director of the Issuer (See Footnote 3), for an aggregate of 15,161,052 shares of Common Stock. The Fund Entities (as defined in Footnote 4) have an interest in a portion of the proceeds from the aforementioned common stock issued to Messrs. Guill and Sikorski. Messrs. Guill and Sikorski disclaim beneficial ownership of any securities of the Issuer held by the Fund Entities.
- (3) As previously reported on November 30, 2004, Mr. Sikorski resigned as a director of the Issuer. As a result of his resignation, Mr. Sikorski forfeited to the Issuer 45,062 shares of unvested restricted stock, resulting in Mr. Sikorski being the record holder 16,661 shares of common stock of the Issuer. Although this disposition to the Issuer is exempt from reporting pursuant to Section 16b-3(e) of the Securities Exchange Act of 1934, as amended, it is mentioned here for clarification.

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- (4) 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 is the general partner of Fund IX and may be deemed to beneficially own all of the shares of Common Stock owned by Fund IX. GP IX Inc., as the general partner of GP IX, may be deemed to beneficially own all of the shares of Common Stock owned by Fund IX.

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 Fund IX.

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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