

QUANTA SERVICES INC
 Form 5
 February 14, 2001

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/          OMB APPROVAL          /
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| FORM 5 |
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                          UNITED STATES
                          SECURITIES AND EXCHANGE COMMISSION
                          Washington, D.C. 20549
    
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Check 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person*

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GRINDSTAFF,                NICHOLAS                M.
-----
(Last)                    (First)                (Middle)

                          1360 POST OAK BLVD., SUITE 2100
-----
                          (Street)

HOUSTON                    TEXAS                    77056
-----
(City)                    (State)                (Zip)
    
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2. Issuer Name and Ticker or Trading Symbol QUANTA SERVICES, INC. - PWR

3. I.R.S. or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year DECEMBER 2000

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

TREASURER

7. Individual or Joint/Group Reporting (Check Applicable Line)

Form filed by One Reporting Person
 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. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Year (Instr. 3)
			(A) or Amount (D) Price	

Common Stock				872 (1)
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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).

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)	4. Transaction Code (Instr. 8)
EMPLOYEE STOCK OPTION	23.5400	2/18/00	A

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. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
(3)	2/17/10	COMMON STOCK	7,500 (2)	7,500 (2)

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Explanation of Responses:

- (1) Includes 541 and 183 shares acquired under the Quanta Services, Inc. employee stock purchase plan in July 2000 and January 2001, respectively.
- (2) As adjusted to reflect a 3 for 2 stock split on April 10, 2000.
- (2) The Option vests in four equal installments beginning on 2/18/01.

/s/ NICHOLAS M. GRINDSTAFF	2/13/01
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**Nicholas M. Grindstaff	Date

** 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 provided is insufficient, see Instruction 6 for procedure.