

QUANTA SERVICES INC
 Form 4/A
 January 15, 2002

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 | FORM 4 |
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

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, Section 17(a) of the
 Public Utility Holding Company Act of 1935 or
 Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

 1. Name and Address of Reporting Person*

Foster,	Vincent	D.
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(Last)	(First)	(Middle)
1300 Post Oak Blvd., Suite 800		

(Street)		
Houston	Texas	77056
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(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol Quanta Services, Inc.; Symbol "PWR"

3. I.R.S. Identification Number of Reporting Person, if an entity
 (voluntary)

4. Statement for Month/Year 12/01

5. If Amendment, Date of Original (Month/Year) 01/09/02

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

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

7. Individual or Joint/Group Filing (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. Transaction Date (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 at End of Month (Instr. 3 a)		
			Code	V	Amount		(A) or (D)	Price
Limited Vote Common Stock	12/12/01	J(1)			15,564	D	15.70	0
Limited Vote Common Stock								191,698

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)	4. Transaction Code (Instr. 8)
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Table II--Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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 Month (Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Explanation of Responses:

- (1) Exchange for redemption of limited partnership interests in Main Street Equity Ventures II, L.P.
- (2) The reporting person is Managing Director of Main Street Equity Ventures II, L.P.

/s/ Vincent D. Foster

01/14/02

Vincent D. Foster

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.

