QUANTA SERVICES INC
Form 4
January 13, 2003

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 4

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(h) of the Investment Company Act of 1940

o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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1. Name and Address of Reporting Person*

First Reserve GP IX, Inc.

(Last) (First) (Middle)

c/o 411 West Putnam Avenue, Suite 109

(Street)

Greenwich, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Quanta Services, Inc. (NYSE: PWR)

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

4. Statement for Month/Day/Year

1/9/03

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

6. Relationship of Reporting Person(s) to Issuer *(Check All Applicable)*

o Director x 10% Owner

o Officer *(give title below)*

o Other *(specify below)*

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

o Form Filed by One Reporting Person

x Form Filed by More than One Reporting Person

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 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	1/9/03		C	4,696,900	A		40,995,276	I	(1)

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)*	
				Code	V	(A)	(D)
Series A Convertible Preferred Stock	5:1	1/9/03		C			939,360

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(*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 Following Reported Transaction(s) *(Instr. 4)*	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) *(Instr. 4)*	11. Nature of Indirect Beneficial Ownership *(Instr. 4)*
Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
		Common Stock	4,696,900	N/A	15,000	I	(2)

Explanation of Responses:

(1) 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, LP"), and First Reserve Fund IX, LP ("Fund IX"), each as 10% beneficial owners (the "Fund Entities"). Fund IX is the record holder of 40,974,076 shares of Common Stock. GP IX, LP is the general partner of Fund IX, and GP IX, Inc. is the general partner of GP IX, LP. In addition, the Fund Entities may be deemed to beneficially own 21, 200 shares of Common Stock held of record by Ben A Guill, President of GP IX, Inc.

(2) Consists of options to purchase Common Stock held by Mr. Guill, which may be deemed to be beneficially owned by the Fund Entities.

(3) First Reserve GP IX, Inc. is signing for itself, as the designated filer, as well as in the capacity of general partner of First Reserve GP IX, L.P. ("GP IX"). GP IX is signing for First Reserve Fund IX, L.P., as its general partner. All reporting entities and persons have the same address as First Reserve GP IX, Inc.

/s/ Thomas R. Denison, Managing Director of First Reserve GP IX, Inc. (3)	1/13/03
**Signature of Reporting Person	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 is insufficient, *see* Instruction 6 for procedure.