### QUANTA SERVICES INC Form 5 February 14, 2001

		//	OMB APPROVAL
		/ E: / E / h	MB Number: 3235-0362  xpires: December 31, 2001  stimated average burden  ours per response 1.0
F	+ DRM 5   +	SECURITIES AND E	D STATES XCHANGE COMMISSION n, D.C. 20549
[_]	Check box if no longer subject to Section 16.	STATEMENT OF CHANGES	IN BENEFICIAL OWNERSHIP
[_]	Form 3 Holdings Repor	rted	
[_]	Form 4 Transactions	Reported	
1.	Name and Address of	Reporting Person*	
	HADDOX	JAMES	Н.
	(Last)	(First)	(Middle)
		1360 POST OAK BLVD., SUITE	2100
		(Street)	
	HOUSTON	TEXAS	77056
	(City)	(State)	(Zip)
2.	Issuer Name and Tick	er or Trading Symbol QUANT.	A SERVICES, INC PWR
3.	I.R.S. or Social Sec (Voluntary)	urity Number of Reporting Po	erson
4.	Statement for Month/		
5.	If Amendment, Date o	f Original (Month/Day/Year)	

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

[X] Director	[X] Officer (give title below)	[ ] 10% Owner	[ ] Other (specify below)	
	CHIEF FINANCIAL	OFFICER		
7. Individual or Jo	int/Group Reporting (C	Check Applicabl	e Line)	
_X_ Form filed b	y One Reporting Person			
Form filed b	y More than One Reporti	-		
Table INon-Derivat	ive Securities Acquired		or Beneficially Owned	
1. Title of Security (Instr. 3)	2. Trans- 3 action	3. Trans- action Code (Instr. 8)	(Instr. 3, 4 and 5)  (A) or Amount (D) Price	
Common Stock				1,323(1
Reminder: Report on owned directly or in	a separate line for eac	ch class of sec	curities beneficially	
* If the form is fil $4 \text{ (b) (v)}$ .	ed by more than one rep	porting person,	see instruction	
	e Securities Acquired, calls, warrants, optic	_	_	

1. Title of I	Derivative (Instr. 3)		2. Conver- sion or Exercise Price of Deriv- ative Security	3. Trans- action Date (Month, Day/ Year)		. Transac- tion Code (Instr. 8)	
Employee Stock	k Option		23.5400	2/18/00		A	
6. Date Exer- cisable and Expiration			g Securities	8. Prico of Deri	e 9.	Number of Deriv- ative	<u>1</u>
Exer- cisable	Expira- tion Date	Title	Amount or		r- tr. 5)	Securities Bene- ficially Owned at End of Year (Instr. 4)	
(3)	2/17/10 Cc	ommon Stock	75,000(2)			75,000(2) 	

#### Explanation of Responses:

- (1) Includes 1,192 shares acquired under the Quanta Services, Inc. employee stock purchase plan in July 2000 and January 2001.
- (2) As adjusted to reflect a 3 for 2 stock split on April 10, 2000.
- (3) The Option vests in four equal installments beginning on 2/18/01.

/s/ JAME	S H.	HADDOX	2/13/01
**James H.	Had	dox	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.