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QUANTA SERVICES INC  
 Form S-8  
 January 10, 2003

As filed with the Securities and Exchange Commission on January 10, 2003  
 Registration No. 333-

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

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FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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QUANTA SERVICES, INC.  
 (Exact name of registrant as specified in charter)

Delaware  
 (State or other jurisdiction  
 of Incorporation)

75-2851603  
 (I.R.S. Employer  
 Identification No.)

1360 Post Oak Boulevard, Suite 2100  
 Houston, Texas 77056  
 (Address, including zip code, of Principal Executive Offices)

QUANTA SERVICES, INC. 1999 EMPLOYEE STOCK PURCHASE PLAN  
 (Full title of the Plan)

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Dana A. Gordon, Esq.  
 Vice President, General Counsel & Secretary  
 Quanta Services, Inc.  
 1360 Post Oak Boulevard, Suite 2100  
 Houston, Texas 77056  
 (713) 629-7600  
 (Name, address, including zip code, and  
 telephone number, including area code, of  
 agent for service)

Copy to: T. Mark Edwards, Esq.  
 Gardere Wynne Sewell LLP  
 1601 Elm Street  
 Suite 3000  
 Dallas, Texas 75201  
 (214) 999-4654

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CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maxi aggregate offe price (2)
Common Stock, \$0.00001 Par value	1,000,000 shares	\$3.82	\$3,820,000

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- (1) Pursuant to Rule 416 under the Securities Act of 1933, shares issuable upon any stock split, stock dividend or similar transaction with respect to these shares are also being registered hereunder.
- (2) Calculated pursuant to Rule 457(h), based on the average of the high and low prices for the Common Stock as reported on the New York Stock Exchange Composite Tape for January 6, 2003.

Shares of Common Stock of the Registrant for issuance upon purchases of Common Stock under the Plan have been heretofore registered under a Registration Statement on Form S-8 No. 333-86375 of the Registrant. These shares of Common Stock and the Plan are described in the Section 10(a) prospectus for this registration statement in accordance with Rule 429 of the General Rules and Regulations under the Securities Act of 1933, as amended.

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Section 4.1 of the of the Quanta Services, Inc. 1999 Employee Stock Purchase Plan (the "Plan") authorized 1,000,000 shares of Common Stock of the Company to be issued under the Plan, and provides that the number of shares may be cumulatively increased on June 1, 2000 and each June 1 thereafter by an amount equal to the lesser of (a) 1,000,000 shares or (b) a lesser amount of shares determined by the Board. A Registration Statement on Form S-8 (File No. 333-86375) was filed with the Securities and Exchange Commission on September 1, 1999 (the "Prior S-8"), relating to the Plan. Subsequent to the filing of the Prior S-8, the Board approved a 3-for-2 stock split of Common Stock which was paid as a stock dividend to holders of the Common Stock of record at the close of business on March 27, 2000. No additional shares have been required until June 1, 2002, when an additional 1,000,000 shares of Common Stock were authorized pursuant to the terms of the Plan for issuance of Common Stock purchases under the Plan. The contents of the Prior S-8, including documents incorporated by reference therein, are incorporated by reference into this Registration Statement.

PART II

Item 8. Exhibits

In addition to the exhibits filed or incorporated by reference into the Prior S-8, the following documents are filed as Exhibits to this Registration Statement:

- 5.1 Opinion of Gardere Wynne Sewell LLP
- \* 23.1 Consent of Arthur Andersen LLP (omitted pursuant to Rule 437(a))
- 23.2 Consent of legal counsel (included as part of Exhibit 5.1)
- 24.1 Power of Attorney (set forth on the signature page of this Registration Statement)

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\* After reasonable efforts, the Registrant has been unable to obtain the consent of Arthur Andersen LLP in the incorporation in this Registration Statement of its report with respect to the Registrant's consolidated financial statements, which appeared in the Registrant's Annual Report on Form 10-K for the year ended December 31, 2001. Under these circumstances, Rule 437(a) under the Securities Act permits this Registration Statement to be filed without the written consent

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from Arthur Andersen LLP. As a result, participants eligible to obtain Common Stock under the Plan registered hereby may not be able to recover damages from Arthur Andersen LLP under Section 11 of the Securities Act, for any untrue statement of a material fact or any omission to state a material fact, contained in the Registrant's consolidated financial statements for the year ended December 31, 2001.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, and the State of Texas, on January 10, 2003.

QUANTA SERVICES, INC.  
(Registrant)

By: /s/ JOHN R. COLSON

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John R. Colson  
Chief Executive Officer

POWER OF ATTORNEY

Each of the undersigned hereby appoints John R. Colson and James H. Haddox and each of them (with full power to act alone), as attorneys and agents for the undersigned, with full power of substitution, for and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act of 1933 any and all amendments and exhibits to this Registration Statement and any and all applications, instruments and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite or desirable.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated on January 10, 2003.

Signature -----	Title -----
/s/ JOHN R. COLSON ----- John R. Colson	Chief Executive Officer and Chairman Board of Directors (principal executive officer)
/s/ JAMES H. HADDOX ----- James H. Haddox	Chief Financial Officer (principal financial officer)

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/s/ DERRICK A. JENSEN  
-----  
Derrick A. Jensen

Vice President, Controller and Chief Accounting Officer (principal accounting officer)

/s/ VINCENT D. FOSTER  
-----  
Vincent D. Foster

Director

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Signature  
-----

Title  
-----

/s/ JAMES R. BALL  
-----  
James R. Ball

Director

-----  
Terrence P. Dunn

Director

/s/ LOUIS C. GOLM  
-----  
Louis C. Golm

Director

/s/ BEN A. GUILL  
-----  
Ben A. Guill

Director

/s/ GARY A. TUCCI  
-----  
Gary A. Tucci

Director

/s/ JOHN R. WILSON  
-----  
John R. Wilson

Director

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INDEX TO EXHIBITS

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