QUANTA SERVICES INC

Form 4

February 29, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1 Name and Address of Departing De

02/28/2008

02/28/2008

Stock

Stock

Common

1. Name and Address of Reporting Person 2 GRINDSTAFF NICHOLAS M				2. Issuer Name and Ticker or Trading Symbol QUANTA SERVICES INC [PWR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	(Last)	(First)	3. Date of	3. Date of Earliest Transaction					(Check all applicable)				
1360 POST OAK BLVD., SUITE			(Month/Day/Year)					Director		Owner			
			02/28/20	02/28/2008					X Officer (give title Other (specify below)				
2100									Treasurer				
(Street)				4. If Amer	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
				Filed(Month/Day/Year)					Applicable Line)				
HOUSTON, TX 77056-3023										_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	Table	Table I - Non-Derivative Securities Acq					quired, Disposed of, or Beneficially Owned				
	1.Title of	2. Transaction D			3. T	4. Securit			5. Amount of	6. Ownership			
Security (Month/Day/Year) Executio any (Month/I			n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				` '	Beneficially (D) or Benefic Owned Indirect (I) Owners					
			Day/Year)										
									Following Reported	(Instr. 4)	(Instr. 4)		
							(A)		Transaction(s)				
					Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
	Common Stock	02/28/2008			F	890 (1)	D	\$ 25.23	24,115	D			
	Common	02/20/2000			E	672 (1)	_	\$	22 442	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

F

F

673 (1) D

347 (1) D

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23,442

23,095

D

D

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	nNumber Expiration Date		ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	able Date		of		
				Codo V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GRINDSTAFF NICHOLAS M 1360 POST OAK BLVD., SUITE 2100 HOUSTON, TX 77056-3023

Treasurer

Signatures

/s/ Nicholas M. 02/29/2008 Grindstaff

**Signature of Reporting Date
Person

Explanation of Responses:

- * 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).
- (1) These shares were withheld to cover taxes associated with vest of shares of restricted stock issued under the Company's 2001 Stock Incentive Plan (as amended and restated March 13, 2003).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2