

FIRST RESERVE GP IX INC

Form 3

October 23, 2002

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| OMB APPROVAL |
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

**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**

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|--|--|---|
| <p>1. Name and Address of Reporting Person*</p> <p>FIRST RESERVE GP IX, INC.</p> <p>_____</p> <p><i>(Last) (First) (Middle)</i></p> <p>411 West Putnam Ave., Suite 109</p> <p>_____</p> <p><i>(Street)</i></p> <p>Greenwich, CT 06830</p> <p>_____</p> <p><i>(City) (State) (Zip)</i></p> | <p>2. Date of Event Requiring Statement <i>(Month/Day/Year)</i></p> <p>10/15/2002</p> <p>_____</p> <p>4. Issuer Name and Ticker or Trading Symbol</p> <p>Quanta Services, Inc. NYSE: PWR</p> <p>_____</p> <p>6. If Amendment, Date of Original <i>(Month/Day/Year)</i></p> <p>_____</p> | <p>3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i></p> <p>_____</p> <p>5. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i></p> <p><input type="radio"/> Director <input checked="" type="radio"/> 10% Owner</p> <p><input type="radio"/> Officer <i>(give title below)</i></p> <p><input type="radio"/> Other <i>(specify below)</i></p> <p>7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i></p> <p><input type="radio"/> Form Filed by One Reporting Person</p> <p><input checked="" type="radio"/> Form Filed by More than One Reporting Person</p> |
|--|--|---|

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

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* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

Table II Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security <i>(Instr. 4)</i> | 2. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i> | 3. Title and Amount of Securities Underlying Derivative Security <i>(Instr. 4)</i> | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 5)</i> | 6. Nature of Indirect Beneficial Ownership <i>(Instr. 5)</i> |
|--|--|---|--|---|---|
|--|--|---|--|---|---|

| Date Exercisable | Expi-ration Date | Title | Amount or Number of Shares |
|------------------|------------------|-------|----------------------------|
|------------------|------------------|-------|----------------------------|

| | | | | | | | |
|--------------------------------------|--------|------|--------------|-----------|-----|---|-----|
| Series A Convertible Preferred Stock | always | none | Common Stock | 4,696,900 | N/A | I | (1) |
|--------------------------------------|--------|------|--------------|-----------|-----|---|-----|

Explanation of Responses:

(1) These reported shares are owned by First Reserve Fund IX, L.P. ("Fund IX"), First Reserve GP IX, Inc. ("First Reserve") is the general partner of First Reserve GP IX, L.P. ("GP IX") who, in turn, is the general partner of Fund IX. The general partners may be deemed to share beneficial ownership of the shares held by Fund IX.

/s/ Thomas R. Denison

October 23, 2002

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**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.
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