

QUANTA SERVICES INC
Form 4
September 21, 2007

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Helwig David R

(Last) (First) (Middle)

1360 POST OAK BLVD., SUITE 2100

(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
QUANTA SERVICES INC [PWR]

3. Date of Earliest Transaction
(Month/Day/Year)
09/19/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		Price

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

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr. 8)	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)

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applicable adjustments) of the Common Stock on the settlement date of the related Contract (September 23, 2008, September 23, 2009, and September 23, 2010, respectively).

- (2) In exchange for entering into the Contracts, on September 21, 2007, the Partnership received an up-front cash payment from the Buyer in the aggregate equal to approximately \$10,232,797.48 (reflecting payments of \$3,578,337.78 for the 2008 Contract, \$3,405,365.57 for the 2009 Contract, and \$3,249,094.13 for the 2010 Contract) and the right to participate in a portion of any future appreciation of the Common Stock. With respect to each Contract, the Partnership pledged 151,403 shares of Common Stock (the "Pledged Shares") (454,209 shares of Common Stock in the aggregate) to secure its obligations under the related Contract, but retained voting rights in the Pledged Shares (except upon the occurrence of an event of default pursuant to the terms of the pledge agreements).

- (3) With respect to each Contract, the number of shares of Common Stock required to be delivered to the Buyer on the related settlement date (the "Deliverable Shares"), if the Partnership does not timely elect a cash settlement, will be determined as follows: (A) if the arithmetic mean of the volume-weighted average per share price of the Common Stock on each of the three business days prior to and including the maturity date of the related Contract (the "Settlement Price") is less than or equal to \$26.2635 (the "Downside Price"), the Partnership is required to deliver to the Buyer all of the Pledged Shares relating to the applicable Contract;

- (4) (B) if the Settlement Price for the applicable Contract is between the Downside Price and \$31.5162, in the case of the 2008 Contract, \$34.1426, in the case of the 2009 Contract, and \$36.7689, in the case of the 2010 Contract (in each case, the applicable "Upper Limit"), the Partnership is required to deliver to the Buyer a number of shares of Common Stock equal to the product of (i) the number of Pledged Shares multiplied by (ii) a fraction with a numerator equal to the Downside Price, and a denominator equal to the Settlement Price for the applicable Contract; and

- (5) (C) if the Settlement Price for the applicable Contract is greater than or equal to the applicable Upper Limit, the Partnership is required to deliver to the Buyer a number of shares of Common Stock equal to the product of (i) the number of Pledged Shares multiplied by (ii) a fraction with a numerator equal to the sum of (a) the Downside Price and (b) the excess, if any, of the Settlement Price for the applicable Contract over the applicable Upper Limit, and a denominator equal to the Settlement Price for the applicable Contract. The Partnership may, upon written notice delivered to the Buyer at least 30 days prior to the respective settlement date, elect to deliver cash in lieu of the Deliverable Shares in an amount equal to the product of the Settlement Price and the number of Deliverable Shares.

- (6) In his capacity as a general partner of the Partnership, Mr. David R. Helwig has sole dispositive power over the Common Stock held by the Partnership.

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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