

GUILL BEN A  
Form 3  
December 04, 2002

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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**

<p><b>1. Name and Address of Reporting Person*</b> (<i>Last, First, Middle</i>)</p> <p>Guill, Ben A.</p> <hr/> <p>c/o First Reserve Corporation 411 W. Putnam Avenue, Suite 109</p> <hr/> <p align="center"><i>(Street)</i></p> <p>Greenwich, CT 06830</p> <hr/> <p><i>(City) (State) (Zip)</i></p>	<p><b>2. Date of Event Requiring Statement</b> (<i>Month/Day/Year</i>)</p> <p>12/2/02</p> <hr/> <p><b>4. Issuer Name and Ticker or Trading Symbol</b></p> <p>Quanta Services, Inc. (NYSE: PWR)</p> <hr/> <p><b>6. If Amendment, Date of Original</b> (<i>Month/Day/Year</i>)</p> <hr/>	<p><b>3. I.R.S. Identification Number of Reporting Person, if an entity</b> (<i>voluntary</i>)</p> <hr/> <p><b>5. Relationship of Reporting Person(s) to Issuer</b> (<i>Check All Applicable</i>)</p> <p><input checked="" type="radio"/> Director      <input type="radio"/> Officer (<i>give title below</i>)  <input type="radio"/> 10% Owner      <input type="radio"/> Other (<i>specify below</i>)</p> <hr/> <p><b>7. Individual or Joint/Group Filing</b> (<i>Check Applicable Line</i>)</p> <p><input checked="" type="radio"/> Form filed by One Reporting Person  <input type="radio"/> Form filed by More than One Reporting Person</p>
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\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

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**Table I Non-Derivative Securities Beneficially Owned**

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<b>1. Title of Security</b> <i>(Instr. 4)</i>	<b>2. Amount of Securities Beneficially Owned</b> <i>(Instr. 4)</i>	<b>3. Ownership Form: Direct (D) or Indirect (I)</b> <i>(Instr. 5)</i>	<b>4. Nature of Indirect Beneficial Ownership</b> <i>(Instr. 5)</i>
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[Redacted]

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[Redacted]

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[Redacted]

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[Redacted]

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**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>
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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**Explanation of Responses:**

Mr. Guill was appointed to the Board of Directors of Quanta Services, Inc. on December 2, 2002

Ben A. Guill, By Thomas R. Denison, Attorney-in-Fact (See attached Power of Attorney)	12/04/02
_____ **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.



**POWER OF ATTORNEY  
(LIMITED)**

KNOW ALL MEN BY THESE PRESENTS, that I, Ben A. Guill of Houston, County of Harris, State of Texas, reposing special trust and confidence in Thomas R. Denison, of Littleton, County of Arapahoe, State of Colorado, have made, constituted and appointed, and by these presents do make, constitute and appoint the said Thomas R. Denison my true and lawful attorney-in-fact and agent, for me and in my name, place and stead, both for me personally and in my capacity as President of First Reserve Corporation, with full power and authority to do and perform each and every act necessary, as fully as I might do if personally present, to accomplish and complete the following acts or transactions:

sign on my behalf, any and all filings (including filings with the Securities and Exchange Commission), agreements, notices or documents arising from, or related to, First Reserve Corporation's holdings, investments or activities.

I, Ben A. Guill, hereby ratify and confirm all that said Thomas R. Denison might or could lawfully do or lawfully cause to be done by virtue of this Power of Attorney. This Power of Attorney shall remain in effect until revoked and shall not be affected by disability of the Principal.

DATED this 9th day of December, 1999.

By: /s/ Ben A. Guill

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Ben A. Guill

STATE OF TEXAS        )  
                                  )ss.  
COUNTY OF HARRIS    )

The foregoing instrument was acknowledged before me this 9th day of December 1999, by Ben A. Guill, the Principal.

Witness my hand and official seal:

/s/ Clifford Cheadle

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Notary Public

[CLIFFORD CHEADLE ]  
[NOTARY PUBLIC ]  
[STATE OF TEXAS]  
[COMM. EXP. 02-20-2001]

\_\_\_\_\_  
Address

My commission expires

02-20-2001  
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