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QUANTA SERVICES INC
 Form 424B3
 March 08, 2004

Prospectus Supplement
 (To Prospectus dated February 12, 2004)

Filed Pursuant to Rule 424(b)(3)
 Registration Number 333-111738

\$270,000,000

QUANTA SERVICES, INC.

4.50% CONVERTIBLE SUBORDINATED DEBENTURES DUE 2023
 AND
 THE COMMON STOCK ISSUABLE UPON CONVERSION OR REPURCHASE OF THE DEBENTURES

 This prospectus supplement relates to the resale by the holders of our 4.50% Convertible Subordinated Debentures Due 2023 and the shares of our common stock issuable upon the conversion or repurchase of the debentures.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the prospectus dated February 12, 2004. The terms of the debentures are set forth in the prospectus.

THIS INVESTMENT INVOLVES RISKS. SEE "RISK FACTORS"
 BEGINNING ON PAGE 5 OF THE PROSPECTUS.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if the prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The information in the table appearing under the heading "Selling Security Holders" in the prospectus is amended by adding the information below with respect to persons not previously listed in the prospectus and by supplementing the information with respect to other persons previously listed in the prospectus that are listed below.

| NAME | PRINCIPAL AMOUNT OF DEBENTURES BENEFICIALLY OWNED THAT MAY BE SOLD | PERCENTAGE OF DEBENTURES OUTSTANDING | SHARES COMMONLY OFFERED |
|---|--|--------------------------------------|-------------------------|
| ---- | ----- | ----- | ----- |
| Banc of America Securities LLC (1)..... | \$ 6,075,000 | 2.25% | 545, |

 * Less than one percent.

(1) Banc of America Securities LLC, a broker-dealer, was an initial purchaser of the debentures. Banc of America Securities LLC is controlled by Bank of America Corporation, which is a public company.

 The date of this prospectus supplement is March 8, 2004.

