

HARMON MICHAEL P
Form 4
November 30, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
HARMON MICHAEL P

2. Issuer Name and Ticker or Trading Symbol
INFRA SOURCE SERVICES INC [IFS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2005

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

C/O OAKTREE CAPITAL MANAGEMENT, LLC, 333 SOUTH GRAND AVENUE, 28TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LOS ANGELES, CA 90071

(City) (State) (Zip)

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Option-right to buy	\$ 11.81	11/28/2005		A	10,000	(1) 11/28/2015	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARMON MICHAEL P C/O OAKTREE CAPITAL MANAGEMENT, LLC 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X			

Signatures

Michael P.
Harmon
11/30/2005
Date

**Signature of Reporting 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) Options will vest and become exercisable as to 25% of the shares of Common Stock on each of the first four anniversaries of the date of grant.
- The reporting person is a managing director of Oaktree Capital Management, LLC ("Oaktree"), a registered investment adviser under the Investment Advisers Act of 1940, as amended, and general partner of OCM Principal Opportunities Fund II, L.P. and OCM/GFI Power Opportunities Fund, L.P. (collectively, the "Oaktree Funds"). The stock options represent the right to purchase the underlying securities of the Issuer reported in Table II and are held directly by the reporting person for the benefit of the Oaktree Funds. Pursuant to the policies of Oaktree, the reporting person cannot retain the reported stock options or the shares issued pursuant thereto and is holding the stock options for the benefit of the Oaktree Funds.
- (2) The reporting person disclaims beneficial ownership of these securities and the filing of this Form 4 shall not be construed as an admission that such person is the beneficial owner of any securities covered by this Form, except to the extent of any indirect pecuniary interest therein.
- (3) The reporting person disclaims beneficial ownership of these securities and the filing of this Form 4 shall not be construed as an admission that such person is the beneficial owner of any securities covered by this Form, except to the extent of any indirect pecuniary interest therein.

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.