

Edgar Filing: QUANTA SERVICES INC - Form 5

Explanation of Responses:

- (1) Includes 779 shares acquired under the Quanta Services, Inc. employee stock purchase plan in July 2000 and January 2001.
- (2) As adjusted to reflect a 3 for 2 stock split on April 10, 2000.

/s/ JAMES F. O'NEIL, III	2/13/01
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**James F. O'Neil, III	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 provided is insufficient, see Instruction 6 for procedure.