

QUANTA SERVICES INC

Form 424B3

September 28, 2006

Prospectus Supplement No. 3  
(To Prospectus dated August 22, 2006)

Filed Pursuant to Rule 424(b)(3) and Rule 424(b)(7)  
Registration Number 333-136819

**\$143,750,000**  
**QUANTA SERVICES, INC.**  
**3.75% Convertible Subordinated Notes Due 2026**  
**and the Common Stock Issuable Upon Conversion of the Notes**

This prospectus supplement relates to the resale by selling security holders of our 3.75% Convertible Subordinated Notes Due 2026 and the shares of our common stock issuable upon conversion of the notes.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the original prospectus dated August 22, 2006, Supplement No. 1 to such prospectus dated August 31, 2006 and Supplement No. 2 to such prospectus dated September 14, 2006. The terms of the notes are set forth in the original prospectus.

**Investing in these securities involves risks. See Risk Factors beginning on page 10 of the prospectus.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or the shares of common stock issuable upon conversion of the notes or determined if the prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus supplement is September 28, 2006.

---

**SELLING SECURITY HOLDERS**

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. This information was furnished to us by the selling security holders listed below on or before September 27, 2006.

Based on information provided by the selling security holders, none of the selling security holders has held any position or office or has had any material relationship with us within the past three years.

<b>Name</b>	<b>Principal Amount of Notes Beneficially Owned and Offered</b>	<b>Percentage of Notes Outstanding</b>	<b>Shares of Common Stock Beneficially Owned Prior to Offering</b>	<b>Shares of Common Stock Offered</b>	<b>Shares of Common Stock Beneficially Owned After Offering</b>	<b>Percentage of Common Stock Outstanding</b>
Credit Suisse Securities (USA) LLC(1)	\$ 4,604,000	3.20%	205,444	205,444		
DBAG London(2)	\$ 14,500,000	10.09%	772,751(3)	647,033	125,718(3)	*
J.P. Morgan Securities Inc.(4)	\$ 2,489,000	1.73%	111,067	111,067		

\* Less than one percent

(1) Credit Suisse Securities (USA) LLC was an initial purchaser of the notes. Credit Suisse Securities (USA) LLC has informed us that it is a registered broker-dealer, and as a result, it is an underwriter in connection with the sale of the notes. Jeff Andreski has voting and dispositive power over the

securities held  
by this security  
holder.

(2) DBAG London  
is an affiliate of  
a broker-dealer.  
Patrick Corrigan  
has voting and  
dispositive  
power over the  
securities held  
by this security  
holder.

(3) Includes  
ownership of  
\$1,400,000  
principal  
amount of 4.5%  
convertible  
subordinated  
notes, which are  
currently  
convertible at  
the rate of  
89.7989 shares  
per \$1,000  
principal  
amount of notes.

(4) J.P. Morgan  
Securities Inc.  
was an initial  
purchaser of the  
notes. J.P.  
Morgan  
Securities Inc.  
has informed us  
that it is a  
registered  
broker-dealer,  
and as a result,  
it is an  
underwriter in  
connection with  
the sale of the  
notes. J.P.  
Morgan  
Securities Inc. is  
an indirect

wholly-owned  
subsidiary of  
JPMorgan  
Chase & Co., a  
publicly traded  
entity.