

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.

| Name | Principal Amount of Notes Beneficially Owned and Offered | Percentage of Notes Outstanding | Shares of Common Stock Beneficially Owned Prior to Offering | Shares of Common Stock Offered | Shares of Common Stock Beneficially Owned After Offering | Percentage of Common Stock Outstanding |
|---------------------------------------|---|--|--|---------------------------------------|---|---|
| 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.