

INFRASOURCE SERVICES INC
Form 4
August 31, 2007

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 *
Montgomery Terence R

2. Issuer Name and Ticker or Trading Symbol
INFRASOURCE 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)

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

CFO & Senior Vice President

C/O INFRASOURCE SERVICES, INC, 100 WEST SIXTH STREET, SUITE 300

(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

MEDIA, PA 19063

(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)
			Code	V Amount (D) Price			
Common Stock	08/30/2007		D	65,768 D 11 0 (6)		D	

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)	8. Amount or Number of Shares
Option - right to buy	\$ 4.6	08/30/2007		D	39,826	<u>(2)</u> 09/23/2013	Common Stock	39,826
Option - right to buy	\$ 13	08/30/2007		D	11,652	<u>(3)</u> 05/06/2014	Common Stock	11,652
Option - right to buy	\$ 11.81	08/30/2007		D	18,750	<u>(4)</u> 11/28/2015	Common Stock	18,750
Option - right to buy	\$ 20.55	08/30/2007		D	14,500	<u>(5)</u> 11/06/2016	Common Stock	14,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Montgomery Terence R C/O INFRASOURCE SERVICES, INC 100 WEST SIXTH STREET, SUITE 300 MEDIA, PA 19063			CFO & Senior Vice President	

Signatures

/s/ Deborah C. Lofton as attorney-in-fact for Terence Montgomery
 08/31/2007
 **Signature of Reporting Person Date

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) Disposed of pursuant to the Agreement and Plan of Merger, dated March 18, 2007, between Quanta Services, Inc. ("Quanta"), Quanta MS Acquisition, Inc. and InfraSource Services, Inc. in exchange for 80,434 shares of Quanta common stock.
- (2) This option was assumed by Quanta in the merger and replaced with an option to purchase 48,707 shares of Quanta common stock for \$3.77 per share.
- (3) This option was assumed by Quanta in the merger and replaced with an option to purchase 14,250 shares of Quanta common stock for \$10.63 per share.

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- (4) This option was assumed by Quanta in the merger and replaced with an option to purchase 22,931 shares of Quanta common stock for \$9.66 per share.
- (5) This option was assumed by Quanta in the merger and replaced with an option to purchase 17,733 shares of Quanta common stock for \$16.81 per share.

- The reporting person is also the indirect owner of 1,320 shares of InfraSource Services, Inc. common stock owned by his college-aged
- (6) sons, to which he disclaims beneficial ownership. Such shares were also disposed in the merger in exchange for 1,614 shares of Quanta common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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