

INFRASOURCE SERVICES INC
Form 4
August 31, 2007

FORM 4

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

OMB APPROVAL

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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 *
LOFTON DEBORAH C

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)
100 WEST SIXTH STREET, SUITE 300

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/30/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP, General Counsel & Secy

MEDIA, PA 19063

(City) (State) (Zip)

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

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) Code V Amount (D) Price | | | |
| Common Stock | 08/30/2007 | | D | 3,450 D 0 | | D | |

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

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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 | \$ 9.93 | 08/30/2007 | | D | 31,500 | <u>(2)</u> 06/27/2015 | Common Stock | 31,500 |
| Option - right to buy | \$ 11.81 | 08/30/2007 | | D | 5,625 | <u>(3)</u> 11/28/2015 | Common Stock | 5,625 |
| Option - right to buy | \$ 20.55 | 08/30/2007 | | D | 3,750 | <u>(4)</u> 11/06/2016 | Common Stock | 3,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LOFTON DEBORAH C 100 WEST SIXTH STREET SUITE 300 MEDIA, PA 19063 | | | Sr VP, General Counsel & Secy | |

Signatures

/s/ Deborah C. Lofton 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 as of March 18, 2007, between Quanta Services, Inc. ("Quanta"), Quanta MS Acquisition, Inc. and InfraSource Services, Inc., in exchange for 4,219 shares of Quanta common stock.
- (2) This option was assumed by Quanta in the merger and replaced with an option to purchase 38,524 shares of Quanta common stock for \$8.12 per shares.
- (3) This option was assumed by Quanta in the merger and replaced with an option to purchase 6,879 shares of Quanta common stock for \$9.66 per share.
- (4) This option was assumed by Quanta in the merger and replaced with an option to purchase 4,586 shares of Quanta common stock for \$16.81 per share.

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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