

SCHAPIRO IAN
Form 4
November 30, 2005

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHAPIRO IAN

2. Issuer Name **and** Ticker or Trading
Symbol
INFRA SOURCE SERVICES INC
[IFS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O GFI ENERGY VENTURES,
LLC, 11611 SAN VINCENTE
BLVD, SUITE 710

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/28/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

LOS ANGELES, CA 90049

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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(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.			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option - right to buy	\$ 11.81	11/28/2005		A		10,000		<u>(1)</u>	11/28/2015	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHAPIRO IAN C/O GFI ENERGY VENTURES, LLC 11611 SAN VINCENTE BLVD, SUITE 710 LOS ANGELES, CA 90049	X

Signatures

/s/ Ian Schapiro 11/30/2005

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) Options will vest and become exercisable as to 25% of the shares of Common Stock on each of the first four anniversaries of the date of grant.

The reporting person is a founding principal of GFI Energy Ventures, LLC ("GFI"), a registered investment adviser under the Investment Advisers Act of 1940, as amended, and general partner of OCM/GFI Power Opportunities Fund, L.P. (the "Power Fund"). The stock options represent the right to purchase the underlying securities of the Issuer reported in Table II and are held directly by the reporting

- (2) person for the benefit of the Power Fund. Pursuant to the policies of GFI, the reporting person cannot retain the reported stock options or the shares issued pursuant thereto and is holding the stock options for the benefit of the Power Fund. The reporting person disclaims beneficial ownership of these securities and the filing of this Form 4 shall not be construed as an admission that such person is the beneficial owner of any securities covered by this Form, except to the extent of any indirect pecuniary interest therein.

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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