

OCM/GFI POWER OPPORTUNITIES FUND L P

Form 4

December 02, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *

OCM/GFI POWER
OPPORTUNITIES FUND L P

(Last) (First) (Middle)

C/O OAKTREE CAPITAL
MANAGEMENT LLC, 333 SOUTH
GRAND AVENUE

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

INFRA SOURCE SERVICES INC
[IFS]

3. Date of Earliest Transaction

(Month/Day/Year)

11/28/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ 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 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.

**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)**

Edgar Filing: OCM/GFI POWER OPPORTUNITIES FUND L P - Form 4

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option-right to buy	\$ 11.81	11/28/2005		A		30,000		<u>(1)</u>	11/28/2015	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
OCM/GFI POWER OPPORTUNITIES FUND L P C/O OAKTREE CAPITAL MANAGEMENT LLC 333 SOUTH GRAND AVENUE LOS ANGELES, CA 90071	X

Signatures

OCM/GFI Power Opportunities Fund LP by Oaktree Capital Management LLC its General Partner

12/01/2005

__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 report is filed by OCM/GFI Power Opportunities Fund, L.P., a ten percent owner of the Issuer. The reporting person is also a director of the Issuer by virtue of Michael Harmon, Christopher Brothers and Ian Shapiro being directors of the Issuer. Mr. Harmon and Mr. Brothers are employees and Managing Directors of Oaktree Capital Management, LLC, a co-general partner of the reporting person ("Oaktree"). Mr. Shapiro is an employee of GFI Energy Ventures, LLC, a co-general partner of the reporting person.
- (2) The stock options reported herein have been granted by the Issuer to Mr. Harmon, Mr. Brothers and Mr. Shapiro, which are being reported on Form 4s for each of Mr. Harmon, Mr. Brothers and Mr. Shapiro. Pursuant to certain policies of Oaktree, neither Mr. Harmon nor Mr. Brothers can retain the reported stock options or the shares issued pursuant thereto. Although Mr. Harmon and Mr. Brothers remain the recordholders of the stock Options, Mr. Harmon and Mr. Brothers are deemed to hold such options for the benefit of the reporting person. The reporting person may be deemed a beneficial owner of the securities reported herein. The reporting person hereby disclaims beneficial ownership of such stock options except to the extent of its pecuniary interest therein.
- (3)

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.