

INFRASOURCE SERVICES INC

Form 8-K

November 14, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 26, 2006**

**InfraSource Services, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

001-32164

03-0523754

(State or other  
jurisdiction of incorporation)

(Commission File  
Number)

(IRS Employer  
Identification No.)

100 West Sixth Street, Suite 300  
Media, Pennsylvania

19063

(Address of principal  
executive offices)

(Zip Code)

(610) 480-8000

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 to Form 8-K):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Form of Restricted Stock Award Agreement

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**Item 8.01 Other Events.**

On October 26, 2006, the Board of Directors (the Board ) of InfraSource Services, Inc. (the Company ) approved changes to the Company s 2004 Omnibus Stock Incentive Plan (the Plan ) to (1) remove the right of the Plan Administrator to reprice outstanding stock option awards without stockholder consent; and (2) provide for net share issuance upon vesting of restricted stock, deferred stock and performance shares awards under the Plan. A copy of the Plan is filed as an exhibit to this Form 8-K. The Company also made changes to its standard agreements for stock option and restricted stock awards under the Plan, the forms of which are attached as exhibits to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

10.1 2004 Omnibus Stock Incentive Plan, as amended.

10.2 Form of Non-Qualified Stock Option Agreement

10.3 Form of Restricted Stock Award Agreement

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INFRASOURCE SERVICES, INC.  
(Registrant)

By: /s/ Deborah C. Lofton

Date: November 14, 2006

Name Deborah C. Lofton  
Title: Senior Vice President, General  
Counsel and Secretary