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INTEGRATED ELECTRICAL SERVICES INC

Form S-8

January 28, 2004

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JANUARY __, 2004.
REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INTEGRATED ELECTRICAL SERVICES, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

76-0542208
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

1800 WEST LOOP SOUTH, SUITE 500
HOUSTON, TEXAS 77027
(ADDRESS, INCLUDING ZIP CODE, OF PRINCIPAL EXECUTIVE OFFICES)

INTEGRATED ELECTRICAL SERVICES, INC.
EMPLOYEE STOCK PURCHASE PLAN
(FULL TITLE OF THE PLAN)

CURT L. WARNOCK
1800 WEST LOOP SOUTH, SUITE 500
HOUSTON, TEXAS 77027
(713) 860-1500
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)
Common Stock \$.01 Par Value Per Share	1,000,000 Shares	\$10.35	\$10,350,000

(1) The number of Shares of Common Stock registered herein is subject to adjustment to prevent dilution resulting from stock splits, stock dividends or

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similar transactions.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act, based upon the average of the high and low prices of the Registrant's Common Stock on the New York Stock Exchange on January 26, 2004 as reported in the Wall Street Journal on January 27, 2004.

PART I

INFORMATION REQUIRED IN SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act of 1933 (the "Securities Act") and the Note to part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement on Form S-8 is being filed by Integrated Electrical Services, Inc. (the "Company"), solely to register additional securities. In accordance with General Instruction E of Form S-8, the Company hereby incorporates by reference the contents of the Company's registration statement on Form S-8 (333-31608) relating to the Employee Stock Purchase Plan, as amended.

ITEM 8. EXHIBITS.

Exhibit Number	Description
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5.1*	Opinion of Andrews & Kurth, LLP as to the legality of the shares being registered.
23.1*	Consent of Andrews & Kurth, LLP (included in Exhibit 5.1).
23.2*	Consent of Ernst & Young, LLP.
24.1	Powers of Attorney (set forth on the signature page contained in Part II of this Registration Statement).
99.1*	Integrated Electrical Services, Inc. Employee Stock Purchase Plan, as amended and restated.

*filed herewith

SIGNATURES

THE REGISTRANT

Pursuant to the requirements of the Securities Act, Integrated Electrical Services, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned,

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thereunto duly authorized, in the City of Houston, State of Texas on January 22, 2004.

INTEGRATED ELECTRICAL SERVICES, INC.
(Registrant)

By: /s/ HERBERT R. ALLEN, President, Chief
Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of INTEGRATED ELECTRICAL SERVICES, INC. (the "Company") hereby constitutes and appoints Herbert R. Allen, William W. Reynolds, Curt L. Warnock, or either of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, with full power of substitution, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file this Registration Statement under the Securities Act of 1933, as amended, and any or all amendments (including, without limitation, post-effective amendments), with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same, as fully to all intents and purposes as he himself might or could do, if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BELOW BY THE FOLLOWING PERSONS IN THE CAPACITIES INDICATED ON JANUARY 22, 2004.

Signature	Title
/s/ C. BYRON SNYDER ----- C. Byron Snyder	Chairman of the Board of Directors
/s/ HERBERT R. ALLEN ----- Herbert R. Allen	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ RONALD P. BADIE ----- Ronald P. Badie	Director
/s/ RICHARD L. CHINA ----- Richard L. China	Director
/s/ DONALD PAUL HODEL ----- Donald Paul Hodel	Director

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/s/ DAVID A. MILLER

David A. Miller

Vice President, Chief Accounting
Officer (Principal Accounting
Officer)

/s/ WILLIAM W. REYNOLDS

William W. Reynolds

Executive Vice President, Chief
Financial Officer (Principal
Financial Officer)

/s/ ALAN R. SIELBECK

Alan R. Sielbeck

Director

/s/ DONALD C. TRAUSCHT

Donald C. Trauscht

Director

/s/ JAMES D. WOODS

James D. Woods

Director

EXHIBIT INDEX

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