SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person* <u>TONTINE CAPITAL OVERSEAS</u> <u>MASTER FUND II, L.P.</u>			2. Date of Event Requiring Statement (Month/Day/Year) 02/01/2010		3. Issuer Name and Ticker or Trading Symbol <u>INTEGRATED ELECTRICAL SERVICES INC</u> [IESC]					
,	(First) (Middle)		02/01/2010		4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title	10% Owner Other (specify		5. If Amendment, Date of Original Filed (Month/Day/Year) 02/03/2010		
(Street) GREENWICH CT 06830				below)	below)		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person			
(City) (St	ate)	(Zip)								
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					. Amount of Securities eneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect (Instr. 5)	rm: Direct (D) (Instr. 5) Indirect (I)			Beneficial Ownership
Common Stock, \$0.001 par value per share					555,720 ⁽³⁾⁽⁴⁾	Ι	S	ee Footn)(4)(5)(6)	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4) 2. Date Exercisa Expiration Date (Month/Day/Yea			ate	3. Title and Amount of Securi Underlying Derivative Securi		tr. 4) 4. Conversion or Exercise Price of		nership n:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
					Amount or	Derivativ Security	ve or In	Direct (D) or Indirect (I) (Instr. 5)		
		Date Exercisable	Expiration Date	n Title	Number of Shares	-				
1. Name and Address of Reporting Person* <u>TONTINE CAPITAL OVERSEAS MASTER</u> FUND II, L.P.										
(Last) 55 RAILROAD A	(First) VENUE	(Middl	le)							
(Street) GREENWICH CT 06830										
(City) (State) (Zip)										
1. Name and Address of Reporting Person* <u>TONTINE ASSET ASSOCIATES, L.L.C.</u>										
(Last) 55 RAILROAD A	ast) (First) (Middle) 5 RAILROAD AVENUE									
(Street) GREENWICH	СТ	0683	0							
(City)	(State)	(Zip)								

Explanation of Responses:

1. This report is filed jointly by Tontine Capital Overseas Master Fund II, L.P., a Cayman Islands limited partnership ("TCP 2") and Tontine Asset Associates, L.L.C., a Delaware limited liability company ("TAA").

2. Jeffrey L. Gendell ("Mr. Gendell") is the managing member of: (a) Tontine Management, L.L.C., a Delaware limited liability company ("TM"), the general partner of Tontine Partners, L.P., a Delaware limited partnership ("TP"); (b) Tontine Overseas Associates, L.L.C., a Delaware limited liability company ("TOA"), the investment advisor of Tontine Overseas Fund, Ltd., a Cayman Islands exempted company ("TOF"); (c) Tontine Capital Management, L.L.C., a Delaware limited liability company ("TOA"), the general partner of Tontine 25 Overseas Master Fund, L.P., a Cayman Islands limited partnership ("T25") and of Tontine Capital Partners, L.P., a Delaware limited partnership ("TCP"); (d) Tontine Capital Overseas GP, L.L.C., ("TCO"), the general partner of Tontine Capital Overseas Master Fund, a Cayman Islands limited partnership ("TCP"); (d) Tontine Capital Overseas GP, L.L.C., ("TCO"), the general partner of Tontine Capital Overseas Master Fund, a Cayman Islands limited partnership ("TCP"); (d) Tontine Capital Overseas GP, L.L.C., ("TCO"), the general partner of Tontine Capital Overseas Master Fund, a Cayman Islands limited partnership ("TCP"); (d) Tontine Capital Overseas GP, L.L.C., ("TCO"), the general partner of Tontine Capital Overseas Master Fund, a Cayman Islands limited partnership ("TCP"); (d) Tontine Capital Overseas GP, L.L.C., ("TCO"), the general partner of Tontine Capital Overseas Master Fund, a Cayman Islands limited partnership ("TCP"); (d) Tontine Capital Overseas GP, L.L.C., ("TCO"), the general partner of Tontine Capital Overseas Master Fund, a Cayman Islands limited partnership ("TCP"); (d) Tontine Capital Overseas GP, L.L.C., ("TCO"), the general partner of Tontine Capital Overseas Master Fund, a Cayman Islands limited partnership ("TCP"); (d) Tontine Capital Overseas GP, L.L.C., ("TCO"), the general partner of Tontine Capital Overseas Master Fund, a Cayman Islands limited partnership ("TCP"); (d) Tontine Capital Overseas Capital Overseas Capital Overseas Capital Overseas Capital Overseas Capital

3. As previously reported on a Form 3 filed February 3, 2010, effective February 1, 2010, the filing parties reallocated ownership of Common Stock among the entities comprising the filing parties (the "Reallocation"). When giving effect solely to the Reallocation, the aggregate Common Stock ownership of the filing parties after the completion of the Reallocation is the same as the aggregate Common Stock ownership of the filing parties before the Reallocation. In connection with the Reallocation, shares of Common Stock owned by TMF, TOF and T25 (collectively, the "Transferred Shares") were deemed to have been distributed in kind as of February 1, 2010 to certain investors holding ownership interests in TMF, TOF and/or T25, with all of the Transferred Shares then being immediately contributed by such investors to TCP 2.

4. The number of Transferred Shares reported on the Form 3 filed February 3, 2010 as being contributed to TCP 2 was a preliminary estimate by the filing parties. On March 2, 2010, the filing parties finalized the actual number of Transferred Shares. The number of Transferred Shares deemed distributed in kind by TMF is 160,188 shares of Common Stock, deemed distributed in kind by TOF is 369,349 shares of

Common Stock, and deemed distributed in kind by T25 is 26,183 shares of Common Stock, with all of such shares having been immediately contributed to TCP 2.

5. TAA disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise, except as to securities directly owned by TAA or representing TAA's pro rata interest in, and interest in the profits of, TCP 2.

6. Mr. Gendell, TCP, TCM, TMF, TCO, TP, TM, TOA and T25 are joint filing persons with respect to the Common Stock of the Issuer for purposes of Section 16 of the Exchange Act. TCP 2 and TAA joined with such group on a Form 4 filed on February 3, 2010 with respect to Common Stock of the Issuer, and expect to continue to file with such group for purposes of future reports filed with respect to Common Stock of the Issuer.

Tontine Capital OverseasMaster Fund II, L.P. By: itsGeneral Partner, Tontine AssetAssociates, L.L.C., By: itsManaging Member, /s/ JeffreyL. GendellTontine Asset Associates,L.L.C., By: its ManagingMember, /s/ Jeffrey L. Gendell

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

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 Number.