

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 10-Q/A

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended March 31, 2004

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____.

Commission File No. 1-13783

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
(Address of principal executive offices)

77027-3233
(zip code)

Registrant's telephone number, including area code: (713) 860-1500

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

The number of shares outstanding as of May 21, 2004 of the issuer's common stock was 36,153,682 and of the issuer's restricted voting common stock was 2,605,709.

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Explanatory Note:

This Form 10-Q/A is being filed to disclose the information required by Item 703, "Purchases of Equity Securities by the Issuer and Affiliated Purchasers" of Regulation S-K, "Standard Instructions for Filing Forms under the Securities Act of 1933, Securities Exchange Act of 1934, and Energy Policy and Conservation Act of 1975."

INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

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Certification Herbert R. Allen - CEO & CFO		

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PART II. OTHER INFORMATION

ITEM 2. CHANGES IN SECURITIES, USE OF PROCEEDS AND ISSUER PURCHASES OF EQUITY SECURITIES

Issuer Purchases of Equity Securities (1)

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid Per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan
		(Amounts in thousands, except per share amounts)		
January 1, 2004 - January 31, 2004	100(2)	\$13.00(2)	100(2)	\$8,353
February 1, 2004 - February 29, 2004	—	—	—	8,353
March 1, 2004 - March 31, 2004	—	—	—	8,353
Total	<u>100</u>	<u>\$13.00</u>	<u>100</u>	<u>\$8,353</u>

(1) On November 10, 2003, the Company announced that its Board of Directors authorized the repurchase of up to \$13 Million of the Company's Common Stock. The share repurchase plan does not have an expiration date.

(2) These shares were repurchased subject to a contractual obligation of the Company.

ITEM 6. EXHIBITS

A. EXHIBITS

31.1 Certification of Herbert R. Allen, Chief Executive Officer and Interim Chief Financial Officer, pursuant to Section 302 of The Sarbanes-Oxley Act of 2002.

32.1 Certification of Herbert R. Allen, Chief Executive Officer and Interim Chief Financial Officer, pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.

INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

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 thereunto duly authorized, who has signed this report on behalf of the Registrant and as the principal financial officer of the Registrant.

INTEGRATED ELECTRICAL SERVICES, INC.

Date: May 24, 2004

By: /s/ Herbert R. Allen
Herbert R. Allen
Chief Executive Officer and Interim Chief Financial
Officer

Exhibit Index

Exhibit Number	Description
31.1	Certification of Herbert R. Allen, Chief Executive Officer and Interim Chief Financial Officer, pursuant to Section 302 of The Sarbanes-Oxley Act of 2002.
32.1	Certification of Herbert R. Allen, Chief Executive Officer and Interim Chief Financial Officer, pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.

CERTIFICATION

I, Herbert R. Allen, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Integrated Electrical Services, Inc.;
 2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
 3. Based on my knowledge, the financial statements and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
 4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in the Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of
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an quarterly report) that has materially affected, or is reasonable likely to materially affect, the registrant's internal control over financial reporting; and;

5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 24, 2004

/s/ Herbert R. Allen

Herbert R. Allen

Chief Executive Officer and Interim Chief Financial
Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this Quarterly Report of Integrated Electrical Services, Inc. (the "Company") on Form 10-Q/A for the period ending March 31, 2004 (the "Report"), I, Herbert R. Allen, Chief Executive Officer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Herbert R. Allen

Herbert R. Allen
Chief Executive Officer and
Interim Chief Financial Officer
May 24, 2004