

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>MILLER D A</u>  (Last) (First) (Middle) 1800 WEST LOOP SOUTH, SUITE 500  (Street) HOUSTON TX 77027  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INTEGRATED ELECTRICAL SERVICES INC [ IES ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Vice President</p>
	3. Date of Earliest Transaction (Month/Day/Year) 02/02/2004	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	(A) or (D)	Price			
Common Stock	02/02/2004		M		2,000	A	\$5.25	3,000	D	
Common Stock	02/02/2004		M		3,333	A	\$5.25	6,333	D	
Common Stock	02/02/2004		M		1,334	A	\$3.74	7,667	D	
Common Stock	02/02/2004		M		2,000	A	\$3.74	9,667	D	
Common Stock	02/02/2004		S		6,667	D	\$10.05	3,000	D	
Common Stock								740	I	Shares held in Company 401(k) Plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$5.25	02/02/2004		M			2,000	04/01/2001 <sup>(1)</sup>	03/31/2010	Common Stock	2,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$5.25	02/02/2004		M			3,333	10/01/2002 <sup>(2)</sup>	10/01/2011	Common Stock	3,333	\$0	1,667	D	
Employee Stock Option (Right to Buy)	\$3.74	02/02/2004		M			3,334	09/30/2003 <sup>(3)</sup>	09/30/2009	Common Stock	3,334	\$0	6,666	D	

Explanation of Responses:

- Vests 33 1/3% per year beginning April 1, 2001.
- Vests 33 1/3% per year beginning October 1, 2002.
- Vests 33 1/3% per year beginning September 30, 2003.

Remarks:

Mark A. Older Attorney-In-fact

02/03/2004

\*\* 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 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).

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.

## POWER OF ATTORNEY

### For Executing Forms 3, 4 and 5, Form 144 and Schedules 13D and 13G

Know all men by these presents, that the undersigned hereby constitutes and appoints as attorneys-in-fact, **Warnock, Mark A. Older and Raymond J. Holan**, signing singly, the undersigned's true and lawful attorney-in-fact to:


- (1) execute for and on behalf of the undersigned (a) Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and thereunder, (b) Form 144 and (c) Schedules 13D and 13G (including amendments thereto) in accordance with Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 and thereunder.
- (2) do and perform any and all acts for and on behalf of the undersigned that may be desirable to complete and execute any such Form 3, 4 or 5, Form 144 or Schedule 13D or 13G (including amendments thereto) and timely file such Forms or Schedules with the Securities and Exchange Commission and any stock exchange, self-regulatory association or other governmental authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall contain such terms and conditions as the attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each attorney-in-fact full power and authority to do and every act and thing whatsoever requisite, necessary or proper to be done in the exercise and powers herein granted, as fully to all intents and purposes as the undersigned might or could do in person, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact, or the attorneys-in-fact substitute or substitutes, shall lawfully do or cause to be done in pursuance of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the undersigned, and their substitutes, in serving in such capacity at the request of the undersigned, are assuming (nor is Integrated Electrical Services, Inc. assuming) any of the undersigned's obligations to comply with Section 16 of the Securities Exchange Act of 1934. The undersigned agrees that an attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned or the attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5, Form 144 and Schedules 13D and 13G (including amendments thereto) in connection with the undersigned's holdings of and transactions in securities issued by Integrated Electrical Services, Inc. The undersigned's earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be signed and dated as of the date written below.

9-23-02  
Date

  
Signature

David A. Miller  
Type or Print Name