

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) August 25, 1997

GULF ISLAND FABRICATION, INC.
(Exact name of registrant as specified in its charter)

Louisiana (State or other jurisdiction of incorporation)	0-22303 (Commission File Number)	72-1147390 (IRS Employer Identification No.)
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583 Thompson Road, Houma, Louisiana (Address of principal executive offices)	70363 (Zip Code)
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(504) 872-2100
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report.)

Item 4.Changes in Registrant's Certifying Accountant.

(a) On August 25, 1997, Gulf Island Fabrication, Inc. (the "Company") dismissed Price Waterhouse LLP ("Price Waterhouse") as independent accountants. The decision to change the Company's independent accountants was recommended by the Audit Committee (the "Audit Committee") of the Board of Directors and approved by the Board of Directors.

The Price Waterhouse reports on the Company's financial statements for the two fiscal years ended December 31, 1995 and 1996 contained no adverse opinion or disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope, or accounting principle.

In connection with its audits for the two most recent fiscal years ended December 31, 1995 and 1996 and through August 24, 1997, there have been no disagreements with Price Waterhouse on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Price Waterhouse, would have caused them to make reference thereto in their report on the financial statements for the years ended December 31, 1995 and 1996.

During the Company's two most recent fiscal years ended December 31, 1995 and 1996 and through August 24, 1997, there have been no "reportable events" (as defined in Regulation S-K Item 304(a)(1)(v)).

The Company has requested that Price Waterhouse furnish it with a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the preceding statements. A copy of the letter from Price Waterhouse dated August 28, 1997 is filed as Exhibit 16 to this Form 8-K.

(b) Effective August 25, 1997, the Company engaged Ernst & Young LLP ("Ernst & Young") as the principal accountant to audit the financial statements of the Company. The decision to engage Ernst & Young was recommended by the Audit Committee and approved by the Board of Directors. During the two fiscal years ended December 31, 1996 and the subsequent interim period preceding such engagement, neither the Company nor anyone on its behalf consulted Ernst & Young regarding either the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, nor did Ernst & Young provide to the Company a written report or oral advice regarding such principles or audit opinion.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

- 16 Letter from Price Waterhouse LLP re change in certifying accountant

SIGNATURE

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.

GULF ISLAND FABRICATION, INC.
By: /s/ Joseph P. Gallagher, III

Joseph P. Gallagher, III
Vice President - Finance

Date: August 28, 1997

EXHIBIT INDEX

Exhibit No.	Description of Exhibit	Sequentially Numbered Page
16	Letter from Price Waterhouse LLP re change in certifying accountant	

[Price Waterhouse LLP Stationery]

August 28, 1997

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Ladies and Gentlemen:

We have read Item 4 of Gulf Island Fabrication, Inc.'s Form 8-K dated August 28, 1997 and are in agreement with the statements contained in paragraph 4(a) therein.

Yours very truly,

/s/ PRICE WATERHOUSE LLP
PRICE WATERHOUSE LLP