

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

Gulf Island Fabrication Inc.

(Name of Issuer)

Voting Shares of Common Stock

(Title of Class of Securities)

4023076102

(CUSIP Number)

12/31/08

Date of Event Which Requires Reporting

Check the appropriate box to designate the rule pursuant to
which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities,
and for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

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CUSIP No. 402307102

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

St. Denis J. Villere & Company, L.L.C.
I.R.S. Identification No. 72-0343760

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) / / (b) / X /

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OR ORGANIZATION
Louisiana

NUMBER OF 5. SOLE VOTING POWER
152,647

SHARES

BENEFICIALLY 6. SHARED VOTING POWER
1,679,205

OWNED BY

EACH 7. SOLE DISPOSITIVE POWER
152,647
REPORTING -----
PERSON 8. SHARED DISPOSITIVE POWER
1,679,205
WITH -----
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,831,852 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*
N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
12.83%

12. TYPE OF REPORTING PERSON*
IA

*SEE INSTRUCTION BEFORE FILLING OUT!

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SCHEDULE 13G/A

ITEM 1.

This Schedule 13G/A relates to shares of the Voting Shares of Common Stock (the "Shares") of Gulf Island Fabrication, Inc, a Louisiana corporation (the "Issuer"), whose principal executive offices are located at 583 Thompson Rd. Houma, La, 70363.

ITEM 2.

(a) - (c) The person filing this Schedule 13G/A is St. Denis J. Villere & Company, L.L.C., a Louisiana limited liability company ("Villere"), with its principal business office located at 601 Poydras Street, Suite 1808, New Orleans, Louisiana 70130

(d) Title of Class of Securities: Voting Shares of Common Stock

(e) CUSIP Number: 402307106

ITEM 3.

Villere is filing this Schedule 13G/A as an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.

ITEM 4. Ownership.

(a) - (c) As of December 31, 2008, Villere was deemed to have or share voting or dispositive power over, and therefore to own beneficially, the number and percentage of Shares of the Issuer indicated below:

Number of Shares	Percentage of Outstanding Shares	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power
<S>	<C>	<C>	<C>	<C>	<C>
1,831,852	12.83%	152,647	1,679,205	152,647	1,679,205

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ITEM 5. Ownership of Five Percent or Less of a Class.

Not Applicable

ITEM 6. Ownership of More than Five Percent on Behalf of Another

Person.

Not Applicable

ITEM 7. Identification and Classification of the Subsidiary Which
Acquired the Security Being Reported on By the Parent Holding
Company.

Not Applicable

ITEM 8. Identification and Classification of Members of the Group.

Not Applicable

ITEM 9. Notice of Dissolution of Group.

Not Applicable

ITEM 10. Certification.

By signing below I certify that, to the best of my knowledge
and belief, the securities referred to above were acquired and held in the
ordinary course of business and were not acquired and are not held for the
purpose of or with the effect of changing or influencing the control of the
issuer of the securities and were not acquired and are not held in connection
with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I
certify that the information set forth in this statement is true, complete and
correct.

Date: January 14, 2009

ST. DENIS J. VILLERE & COMPANY, L.L.C.

By: /s/ George G. Villere

George G. Villere
Member

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