

(Print or Type Responses)

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

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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *- MECHE KIRK J | | | | 2. Issuer Name and Ticker or Trading Symbol GULF ISLAND FABRICATION INC [GIFI] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X_ Officer (give title below) President & COO Other (specify below) | | | | | |
|---|---|-------------------------------------|---------------------------------------|--|-------|---------------------------------|--------------|---------------|--------------------------------|--|----------------|--|--|--|--|--|--|
| (Last) (First) (Middle) 583 THOMPSON ROAD | | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/09/2009 | | | | | | | | | | | | | |
| (Street) | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| HOUMA, LA 70363 (City) (State) (Zip) | | | | Table I - Non-Derivative Securities Acqu | | | | | | | | | ired, Disposed of, or Beneficially Owned | | | | |
| (Instr. 3) Da | | | Transaction ate Month/Day/Year) | 2A. Deemed Execution Date, if | | , if (| . Trans | action | 4. Sec (A) or | 4. Securities Acqu (A) or Disposed o (Instr. 3, 4 and 5) | | of (D) Benefic | | unt of Securities ially Owned Following d Transaction(s) | | 6. Ownership Form: Direct (D) | 7. Nature of Indirect Beneficial Ownership |
| | | | | | | | Code | | Amount (A) or (D) | | (A) or (D) | Price | | | | or Indirect (I) (Instr. 4) | (Instr. 4) |
| Common | Stock | 02 | 2/09/2009 | | | | A | | 3,40 | 0 | A | \$ 0 | 20,852 | | | D | |
| | | | | (<i>e.g.</i> , pu | | , war | | options | s, conv | erti | ble secu | irities) |) | ı | | | |
| 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, it | 4. Transaction Code | | 5. Nu of De Sec Ac (A) Dis of (| 5. Number | | s, conv te Exer Expirati | , convertible secu e Exercisable expiration Date | | • | | 8. Price of | | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
| | | | | Co | ode V | |) (D) | Date Exerc | eisable | | piration te | Title | Amount or Number of Shares | | | | |
| Repor | ting O | wners | | | | | | | | | | | | | | | |

| Reporting Owner Name / Address | Relationships | | | | | | | | |
|--|---------------|-----------|-----------------|-------|--|--|--|--|--|
| Reporting Owner Name / Address | | 10% Owner | Officer | Other | | | | | |
| MECHE KIRK J 583 THOMPSON ROAD HOUMA, LA 70363 | | | President & COO | | | | | | |

Signatures

| Kirk J. Meche | 02/11/2009 |
|---------------------------------|------------|
| **Signature of Reporting Person | Date |

Explanation of Responses:

* 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.