

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

FORM 10-Q/A

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

For the quarterly period ended March 31, 1997

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 Number 0-22303

GULF ISLAND FABRICATION, INC.  
(Exact Name of Registrant as Specified in its Charter)

LOUISIANA 72-1147390  
(State or Other Jurisdiction of (I.R.S. Employer Identification No.)  
Incorporation or Organization)

583 THOMPSON ROAD,  
HOUMA, LOUISIANA 70363  
(Address of Principal Executive Offices) (Zip Code)

(504) 872-2100  
Registrant's Telephone Number, Including Area Code

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 X

As of May 14, 1997, there were 5,800,000 shares of common stock, no par value, outstanding.

Explanation of Filing.

This Form 10-Q/A is being filed to correct a single typographical error appearing on the cover sheet of the Form 10-Q for the quarterly period ended March 31, 1997, which was filed by the Registrant on May 15, 1997 (the "Form 10-Q"). The statement at the bottom of the cover sheet of the Form 10-Q states that as of May 14, 1997 there were 3,500,000 shares of common stock, no par value, outstanding. The number of shares outstanding on that date was in fact 5,800,000. The attached cover sheet of this Form 10-Q/A has been corrected accordingly.

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.

GULF ISLAND FABRICATION, INC.

By: /s/ Joseph P. Gallagher, III

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Joseph P. Gallagher, III  
Vice President - Finance  
(Principal Financial Officer and Duly Authorized Officer)

Date: June 6, 1997.