Breerwood Roy F. III Form 4 December 10, 2012

FORM 4

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

Check this box

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16. Form 4 or

Form 5 obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person *

Breerwood Roy F. III

(Last) (First) (Middle)

(State)

(Zip)

567 THOMPSON ROAD

(Street)

HOUMA, LA 70363

(City)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

Symbol **GULF ISLAND FABRICATION** INC [GIFI]

3. Date of Earliest Transaction

(Month/Day/Year) 12/07/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

(
	Director 10% Owner Selow) Officer (give title Other (specify below)							
	6. Individual or Joint/Group Filing(Check							
	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person							
Acquired, Disposed of, or Beneficially Owned								
ed	5. Amount of 6. Ownership 7. Nature of							

(Check all applicable)

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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
					(A) or		Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	12/07/2012		Code V F	Amount 65	(D)	Price \$ 23.32	4,980	D	
Common Stock	12/07/2012		A	4,000	A	\$0	8,980	D	

Table I - Non-Derivative Securities A

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of	2.	3. Transaction Date		4. T	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. :	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(=====
					4, and 5)						
					4, and 3)						
									Amount		
						D.	Б		or		
						Date	Expiration	Title 1	Number		
						Exercisable	Date	of			
				Code V	(A) (D)				Shares		

Reporting Owners

		Relationships
Reporting Owner Name /	' Address	•

Director 10% Owner Officer Other

Breerwood Roy F. III

567 THOMPSON ROAD C.F.O.

HOUMA, LA 70363

Signatures

Roy F.

Breerwood, III 12/10/2012

**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.

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