

GALLAGHER JOSEPH P
 Form 4
 December 05, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GALLAGHER JOSEPH P

2. Issuer Name and Ticker or Trading Symbol
GULF ISLAND FABRICATION INC [GIFI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
583 THOMPSON ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/04/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP Fin./CFO, Treas/Asst Secy

HOUMA, LA 70363
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	12/04/2006		M			14,000	A	\$ 15	42,900	D	
Common Stock	12/04/2006		S			100	D	\$ 38.3142	42,800	D	
Common Stock	12/04/2006		S			1,900	D	\$ 38.31	40,900	D	
Common Stock	12/04/2006		S			3,000	D	\$ 38.3	37,900	D	
Common Stock	12/04/2006		S			100	D	\$ 38.3032	37,800	D	

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Common Stock	12/04/2006	S	1,750	D	\$ 38.27	36,050	D
Common Stock	12/04/2006	S	3,129	D	\$ 38.25	32,921	D
Common Stock	12/04/2006	S	1,921	D	\$ 38.29	31,000	D
Common Stock	12/04/2006	S	1,594	D	\$ 38.2	29,406	D
Common Stock	12/04/2006	S	206	D	\$ 38.21	29,200	D
Common Stock	12/04/2006	S	100	D	\$ 38.23	29,100	D
Common Stock	12/04/2006	S	100	D	\$ 38.22	29,000	D
Common Stock	12/04/2006	S	100	D	\$ 38.26	28,900	D

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

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SEC 1474
(9-02)

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

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, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy)	\$ 15	12/04/2006		M	14,000	11/17/2001 ⁽¹⁾	11/17/2010	Common Stock	14,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

GALLAGHER JOSEPH P
583 THOMPSON ROAD
HOUMA, LA 70363

VP Fin./CFO, Treas/Asst Secy

Signatures

Joseph P.
Gallagher, III

12/05/2006

 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).
- (1) Exercisable in annual increments equal to 20% of the total number of options beginning on 11/17/2001 and on the next four subsequent one year anniversaries thereof.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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