

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person DUELL KENNETH			2. Issuer Name and Ticker or Trading Symbol Cal Dive International, Inc. "CDIS"		6. Relationship of Reporting Person to Issuer (Check all applicable) Director 10% Owner	
(Last)	(First)	(Middle)	3. IRS or Social security Number of Reporting Person (voluntary)	4. Statement for Month/Year February 00	X Officer (give title below)	X Other (Specify below)
Cal Dive International, Inc. 400 N. Sam Houston Pkwy. E., Suite 400			###-##-####	5. If Amendment, Date of Original (Month/Year)	Senior Vice President Business Development	
Houston,	(Street) Texas	77060	-----			
(City)	(State)	(Zip)				

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Se- curities Benefi- cially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of In- direct Benefi- cial Owner- ship (Instr. 4)	
			Code	V	Amount				(A) or (D)
Cal Dive International, Inc. Common Stock	2-28-00	S	-	4,000	D	14.00	41,000	D	N/A

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

(Print or Type Responses)

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)	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)	8. Price of Derivative Security (Instr. 5)	
					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION	14.00	2-28-00	M -	4,000	2-20-00	12-15-04	N/A	4,000

9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
4,000	D	N/A

Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 /s/ KENNETH DUELL 4-6-00
 **Signature of Reporting Person Date

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