

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, DC 20549

INITIAL STATEMENT OF 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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Date of Event Requiring Statement (Month/Day/Year)		
EDWARDS	JOHNNY		AUGUST 20, 2002		
(Last)	(First)	(Middle)			
400 N. SAM HOUSTON PARKWAY E. #400			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		
(Street)			4. Issuer Name AND Ticker or Trading Symbol		
HOUSTON	TEXAS	77060	CDIS		
(City)	(State)	(Zip)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			Director 10% Owner		
			----- Officer (give title below)		
			----- X Other (specify below)		
			----- President - Subsidiary		
			-----		
			6. If Amendment, Date of Original (Month/Day/Year)		
			7. Individual or Joint/Group Filing (Check Applicable Line)		
			X Form filed by One Reporting Person		
			----- Form filed by More than One Reporting Person		

TABLE I -- NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
1. Cal Dive International, Inc. Common Stock	1317	D	
2. Cal Dive International, Inc. Common Stock	3020.529	D	
#1 Employee Stock Purchase Plan			
#2 401(k) Retirement Plan			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

PERSONS WHO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

(Over)  
 SEC 1473(7-02)

TABLE II -- DERIVATIVE SECURITIES BENEFICIALLY OWNED  
 (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Securities (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable   Expiration Date	Title   Amount or Number of Shares			


Explanation of Responses:

/s/ JOHNNY EDWARDS	8/29/02
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**Signature of Reporting Person	Date

\*\* 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 provided 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.

