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 Ad	ddress of Report	ing Person R.		Issuer Name and Ticker or Trading Symbol 6. Relationship of Report Cal Dive International, Inc. "CDIS" to Issuer (Check all X Director									
(Last) 30 CHAMPION	(First) NS BEND	(Middle)	9	Reporti	Social y Number of ng Person ntary)		4.	Statement Month/Yea MAY 01			 r (give 0 title	ther (Specify below)	
HOUSTON	(Street) TEXAS	77069					5.	If Amendm Date of C (Month/	riginal	Pres	below) ident and CO	0	
(City)	(State)	(Zip)											
			TABI	E I	NON-DERI	VATIVE	SECI	URITIES AC	QUIRED, D	ISPOSED OF,	OR BENEFICI	ALLY OWNED	
1. Title of Se (Instr. 3)	ecurity	2. Trans- 3. action Date (Month/ Day/	Transa tion Code (Instr		Securities Acquor Disposed of (Instr. 3, 4 and		(D)	,	cially C End of M	Benefi- Wned at	Owner- 7 ship Form: Direct (D) or Indirect	7. Nature of In- direct Benefi- cial Owner-	
		Year)	Code	V	Amount	(A) or (D)	ا -	Price			(I) (Instr. 4)	ship (Instr. 4)	
Cal Dive Inter Common Stock	rnational, Inc.	5-21-01	S		8,000	D		29.40625	32,00	00	D	N/A	

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

(Print or Type Responses)

FORM 4 (CONTINUED)

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.	2. Conver- sion or Exercise Price of Deriv- ative Security		Trans- action Date (Month/ Day/ Year)	•	action Code		Der Sec qui Dis (In	Number of Derivative Securities quired (A) Disposed of (Instr. 3, and 5)		cis Exp Dat (Mo Yea	nth/Day/ r)	7.	Title and Amount of Underlying Securities (Instr. 3 and 4)		ativ Secu ity	f eriv- tive ecur-
							Code V		(A)	(D)	D E C	ate Exer- cisabl	e Date		Title	Amount or Number of Shares		
- 0 -	ption		19.50		5-21-01		М		8,000		4-1	7-01	4-17-05		Common Stock	8,000		10625
-																		
-																		
-																		
	Derivative Securities Beneficially Owned at End of Month (Instr. 4)	F D S D	wnership orm of erivative ecurity: irect (D) r Indirect Instr. 4)	(I)	1	1	1. Natur Indir Benef Owner (Inst	ect ici shi r.	al p 4)									
-	104,000		D				N/.	Α										
-																		
-																		
- Ex	planation of Responses																	
	Intentional misstateme See 18 U.S.C. 1001 and					CO	nstitute	Fe	deral	Crimina	al Vi	olati	ons					5/31/01 Date

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