

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CAL DIVE INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Minnesota

(State or other jurisdiction of
incorporation or organization)

95-3409686

(I.R.S. Employer
Identification No.)

400 N. Sam Houston Parkway E., Suite 400
Houston, Texas

(Address of Principal Executive Offices)

77060

(Zip Code)

Cal Dive International, Inc. 2005 Long Term Incentive Plan

(Full title of the plan)

James Lewis Connor, III

400 N. Sam Houston Parkway E., Suite 400

Houston, Texas 77060

(Name and address of agent for service)

(281) 618-0400

(Telephone number, including area code, of agent for service)

With Copy to:

Fulbright & Jaworski L.L.P.

Fulbright Tower

1301 McKinney, Suite 5100

Houston, Texas 77010

(713) 651-5151

Attention: Arthur H. Rogers

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per unit(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Stock no par value	3,000,000 shares(1)	\$ 52.52	\$ 157,560,000	\$ 18,545

- (1) There are also registered hereby such indeterminate number of shares of Common Stock as may become issuable by reason of the anti-dilution provisions of the 2005 Long Term Incentive Plan.
 - (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933 and based upon the average of the high and low sales price of a share of Common Stock on the Nasdaq National Market on June 27, 2005.
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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents are hereby incorporated by reference in this Registration Statement:

1. The Registrant's Annual Report on Form 10-K for the year ended December 31, 2004;
2. The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005;
3. The Registrant's Current Reports on Form 8-K filed with the Securities and Exchange Commission on March 24, 2005, April 4, 2005, April 12, 2005, April 13, 2005, May 5, 2005 (as amended by Form 8-K/A filed May 6, 2005), May 9, 2005, May 12, 2005, June 13, 2005 and June 16, 2005; and
4. The description of the Company's capital stock contained in the Company's Registration Statement on Form S-1 (Registration No. 333-50751).

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 subsequent to the filing hereof and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents.

Item 4. Description of Securities

Not Applicable.

Item 5. Interests of Named Experts and Counsel

As of June 24, 2005, our special counsel, Andrew C. Becher, owned 2,200 shares of our common stock.

Item 6. Indemnification of Directors and Officers

The articles of incorporation contain a provision that eliminates, to the extent currently allowed under the Minnesota Business Corporation Act (the "MBCA"), the personal monetary liability of a director to Cal Dive and our shareholders for breach of fiduciary duty of care as a director, except in certain circumstances. If a director of Cal Dive were to breach such fiduciary duty of care in performing duties as a director, neither Cal Dive nor our shareholders could recover monetary damages from the director, and the only course of action available to our shareholders would be equitable remedies, such as an action to enjoin or rescind a transaction involving a breach of the fiduciary duty of care. To the extent certain claims against directors are limited to equitable remedies, this provision of the articles of incorporation may reduce the likelihood of derivative litigation against directors for breach of their fiduciary duty of care. Additionally, equitable remedies may not be effective in many situations. If a shareholder's only remedy is to enjoin the completion of the board of directors' action, this remedy would be ineffective if the shareholder does not become aware of a transaction or event until after its has been completed. In such a situation, such shareholder would not have effective remedy against the directors.

Our by-laws require us to indemnify directors and officers to the fullest extent permitted under Minnesota law. The MBCA provides that a corporation organized under the Minnesota law shall indemnify any director, officer, employee or agent of the corporation made or threatened to be made a party to a proceeding, by reason of the former or present official capacity (as defined in the MBCA) of the person, against judgments, penalties, fines, settlements, and reasonable expense incurred by the person in connection with the proceedings if certain statutory standards are met. "Proceeding" means a threatened, pending or completed civil, criminal, administrative, arbitration or investigative proceeding, including one by or in the right of the corporation. Section 302A.521 of the MBCA contains detailed terms regarding such rights of indemnification and reference is made thereto for a complete statement of such indemnification rights.

All of the foregoing indemnification provisions include statements that such provisions are not to be deemed exclusive of any other right to indemnity to which a director or officer may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Exhibit</u>
4.1	— Credit Agreement by and among Bank of America, N.A., et al., as Lenders, and Cal Dive International, Inc., as Borrower, dated August 16, 2004, incorporated by reference to Exhibit 4.1 to the registrant's Annual Report on 10-Q for the fiscal quarter ended September 30, 2004, filed by the registrant with the Securities and Exchange Commission on November 5, 2004 (the "2004 Form 10-Q").
4.2	— Participation Agreement among ERT, Cal Dive International, Inc., Cal Dive/Gunnison Business Trust No. 2001-1 and Bank One, N.A., et. al., dated as of November 8, 2001, incorporated by reference to Exhibit 4.2 to Form 10-K for the fiscal year ended December 31, 2001, filed by the registrant with the Securities and Exchange Commission on March 28, 2002 (the "2001 Form 10-K").
4.3	— Form of Common Stock certificate, incorporated by reference to Exhibit 4.1 to the Form S-1.
4.4	— Credit Agreement among Cal Dive I-Title XI, Inc., GOVCO Incorporated, Citibank N.A. and Citibank International LLC dated as of August 16, 2000, incorporated by reference to Exhibit 4.4 to the 2001 Form 10-K.
4.5	— Amendment No. 1 to Credit Agreement among Cal Dive I-Title XI, Inc., GOVCO Incorporated, Citibank N.A. and Citibank International LLC dated as of January 25, 2002, incorporated by reference to Exhibit 4.9 to Form 10-K/A for the fiscal year ended December 31, 2002, filed by the registrant with the Securities and Exchange Commission on April 8, 2003 (the "2002 Form 10-K/A").
4.6	— Amendment No. 2 to Credit Agreement among Cal Dive I-Title XI, Inc., GOVCO Incorporated, Citibank N.A. and Citibank International LLC dated as of November 15, 2002, incorporated by reference to Exhibit 4.4 to the Form S-3 Registration Statement filed by the registrant with the Securities and Exchange Commission on February 26, 2003 (Reg. No. 333- 103451).
4.7	— First Amended and Restated Agreement dated January 17, 2003, but effective as of December 31, 2002, by and between Cal Dive International, Inc. and Fletcher International, Ltd., incorporated by reference to Exhibit 10.1 to the 2003 Form 8-K.
4.8	— Amended and Restated Credit Agreement among Cal Dive/Gunnison Business Trust No. 2001-1, Energy Resource Technology, Inc., Cal Dive International, Inc., Wilmington Trust Company, a Delaware banking corporation, the Lenders party thereto, and Bank One, NA, as Agent, dated July 26, 2002, incorporated by reference to Exhibit 4.12 to the 2002 Form 10-K/A.
4.9	— First Amendment to Amended and Restated Credit Agreement among Cal Dive/Gunnison Business Trust No. 2001-1, Energy Resource Technology, Inc., Cal Dive International, Inc., Wilmington Trust Company, a Delaware banking corporation, the Lenders party thereto, and Bank One, NA, as Agent, dated January 7, 2003, incorporated by reference to Exhibit 4.13 to the 2002 Form 10-K/A.
4.10	— Second Amendment to Amended and Restated Credit Agreement among Cal Dive/Gunnison Business Trust No. 2001-1, Energy Resource Technology, Inc., Cal Dive International, Inc., Wilmington Trust Company, a Delaware banking corporation, the Lenders party thereto, and

Bank One, NA, as Agent, dated February 14, 2003, incorporated by reference to Exhibit 4.14 to the 2002 Form 10-K/A.

- 4.11 — Lease with Purchase Option Agreement between Banc of America Leasing & Capital, LLC and Canyon Offshore Ltd. dated July 31, 2003 incorporated by reference to Exhibit 10.1 to the Form 10-Q for the fiscal quarter ended September 30, 2003, filed by the registrant with the Securities and Exchange Commission on November 13, 2003.
- 4.12 — Amendment No. 3 Credit Agreement among Cal Dive I-Title XI, Inc., GOVCO Incorporated, Citibank N.A. and Citibank International LLC dated as of July 31, 2003, incorporated by reference to Exhibit 4.12 to the Form 10-K for the fiscal year ended December 31, 2004, filed by the registrant with the Securities and Exchange Commission on March 16, 2005.
- 4.13 — Amendment No. 4 to Credit Agreement among Cal Dive I-Title XI, Inc., GOVCO Incorporated, Citibank N.A. and Citibank International LLC dated as of December 15, 2004, incorporated by reference to Exhibit 4.13 to the Form 10-K for the fiscal year ended December 31, 2004, filed by the registrant with the Securities and Exchange Commission on March 16, 2005.
- 4.14 — Indenture relating to the 3.25% Convertible Senior Notes due 2025 dated as of March 30, 2005, between Cal Dive International, Inc. and JPMorgan Chase Bank, National Association, as Trustee, incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by registrant with the Securities and Exchange Commission on April 4, 2005 (the “2005 Form 8-K”).
- 4.15 — Registration Rights Agreement dated as of March 30, 2005, between Cal Dive International, Inc. and Banc of America Securities LLC, as representative of the initial purchasers, incorporated by reference to the 2005 Form 8-K.
- 4.16 — Purchase Agreement dated March 23, 2005, between Cal Dive International, Inc. and Banc of America Securities LLC, as representative of the initial purchasers, incorporated by reference to the 2005 Form 8-K.
- 4.17 — 2005 Long Term Incentive Plan, incorporated by reference from Exhibit 10.1 to the Current Report on Form 8-K filed by registrant on May 12, 2005.
- 5.1 — Opinion of Andrew C. Becher (filed herewith).
- 15.1 — Acknowledgment letter of Ernst & Young LLP (filed herewith).
- 23.1 — Consent of Ernst & Young LLP (filed herewith).
- 23.2 — Consent of Huddleston & Co., Inc. (filed herewith).
- 23.3 — Consent of Andrew C. Becher (included in Exhibit 5.1).
- 24.1 — Powers of Attorney from certain members of the Board of Directors of the Company (included on the signature pages hereto).

Item 9. Undertakings

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar volume of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change

in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant’s annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 29, 2005.

CAL DIVE INTERNATIONAL, INC.

By: /s/ A. WADE PURSELL
A. Wade Pursell
Senior Vice President,
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Owen Kratz or James Lewis Connor, III, or any of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same and all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting said attorney-in-fact and agent, and any of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the 29th day of June, 2005.

Signature

Title

/s/ OWEN KRATZ
Owen Kratz

Chairman, Chief Executive Officer and Director
(principal executive officer)

/s/ MARTIN R. FERRON
Martin R. Ferron

President, Chief Operating Officer and Director

/s/ A. WADE PURSELL
A. Wade Pursell

Senior Vice President and Chief Financial Officer
(principal financial officer)

/s/ LLOYD A. HAJDIK
Lloyd A. Hajdik

Vice President — Corporate Controller and Chief
Accounting Officer (principal accounting officer)

/s/ GORDON F. AHALT
Gordon F. Ahalt

Director

/s/ BERNARD J. DUROC-DANNER
Bernard J. Duroc-Danner

Director

/s/ JOHN V. LOVOI
John V. Lovoi

Director

/s/ T. WILLIAM PORTER
T. William Porter

Director

/s/ WILLIAM L. TRANSIER
William L. Transier

Director

/s/ ANTHONY TRIPODO
Anthony Tripodo

Director

INDEX TO EXHIBITS

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Incorporated, Citibank N.A. and Citibank International LLC dated as of December 15, 2004, incorporated by reference to Exhibit 4.13 to the Form 10-K for the fiscal year ended December 31, 2004, filed by the registrant with the Securities and Exchange Commission on March 16, 2005.

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- 15.1 — Acknowledgment letter of Ernst & Young LLP (filed herewith).
- 23.1 — Consent of Ernst & Young LLP (filed herewith).
- 23.2 — Consent of Huddleston & Co., Inc. (filed herewith).
- 23.3 — Consent of Andrew C. Becher (included in Exhibit 5.1).
- 24.1 — Powers of Attorney from certain members of the Board of Directors of the Company (included on the signature pages hereto).

[CAL DIVE LETTERHEAD]

June 29, 2005

Cal Dive International, Inc.
400 N. Sam Houston Parkway E.
Suite 400
Houston, Texas 77060

Gentlemen:

The undersigned, as Special Counsel for Cal Dive International, Inc., a Minnesota corporation (the “Company”), in connection with the Company’s filing with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the “Registration Statement”) with respect to the registration under the Securities Act of 1933, as amended, of 3,000,000 shares of the Company’s common stock, no par value per share (the “Shares”), to be offered upon the terms and subject to the conditions set forth in the Company’s 2005 Long-term Incentive Plan (the “Plan”).

In such capacity, I have examined the corporate documents of the Company, including its 2005 Amended and Restated Articles of Incorporation, its Second Amended and Restated By-Laws and resolutions adopted by its Board of Directors and committees thereof. I have also examined the Plan and the Registration Statement, together with the exhibits thereto, and such other documents which I have deemed necessary for the purposes of expressing the opinion contained herein. I have relied on representations made by and certificates of the officers of the Company and public officials with respect to certain facts material to my opinion. I have made no independent investigation regarding such representations and certificates.

Based upon and subject to the foregoing, I am of the opinion that the Shares have been duly authorized and, when issued in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ ANDREW C. BECHER

Andrew C. Becher

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S
ACKNOWLEDGEMENT LETTER**

June 27, 2005

To the Board of Directors and Shareholders
of Cal Dive International, Inc.:

We are aware of the incorporation by reference in the Registration Statement (Form S-8) of Cal Dive International, Inc. for the registration of 3,000,000 shares of its common stock pertaining to the Cal Dive International, Inc. 2005 Long Term Incentive Plan of our report dated May 4, 2005 relating to the unaudited condensed consolidated interim financial statements of Cal Dive International, Inc. and Subsidiaries that are included in its Form 10-Q for the quarter ended March 31, 2005.

Very truly yours,

/s/ ERNST & YOUNG LLP

Houston, Texas

**CONSENT OF INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8) of Cal Dive International, Inc. for the registration of 3,000,000 shares of its common stock pertaining to the Cal Dive International, Inc. 2005 Long Term Incentive Plan of our reports dated March 11, 2005, with respect to the consolidated financial statements of Cal Dive International Inc. and Subsidiaries, Cal Dive International, Inc. management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Cal Dive International, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2004, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Houston, Texas
June 27, 2005

Huddleston & Co., Inc.
Petroleum and Geological Engineers
1 Houston Center
1221 McKinney, Suite 3700
Houston, Texas 77010

Phone (713) 209-1100 – Fax (713) 752-0828

June 29, 2005

Cal Dive International, Inc.
400 North Sam Houston Parkway East
Suite 400
Houston, TX 77060

Re: Cal Dive International, Inc.
Securities and Exchange Commission
Registration Statement on Form S-8
Consent Letter

Gentlemen:

The firm of Huddleston & Co., Inc. consents to the incorporation by reference in this Registration Statement on Form S-8 of Cal Dive International, Inc. of its report letter dated February 10, 2005 concerning the proved reserves as of December 31, 2004 attributable to Energy Resource Technology, Inc. included in the Annual Report on Form 10-K of Cal Dive International, Inc. for the year ended December 31, 2004.

Huddleston & Co., Inc. has no interests in Cal Dive International, Inc. or in any of its affiliated companies or subsidiaries and is not to receive any such interest as payment for such report and has no director, officer, or employee employed or otherwise connected with Cal Dive International, Inc. We are not employed by Cal Dive International, Inc. on a contingent basis.

Very truly yours,

HUDDLESTON & CO., INC.

By: /s/ PETER D. HUDDLESTON

Name: Peter D. Huddleston, P.E.

Title: President