

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

 (Last) (First) (Middle)

 Cal Dive International
 400 N. Sam Houston Pkwy E. Suite 400

 (Street)

 Houston Texas 77060

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Cal Dive International, Inc. "CDIS"

3. IRS or Social Security Number of Reporting Person (Voluntary)

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4. Statement for Month/Year

JANUARY 1999

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
 (Check all applicable)

- Director
- Officer (give title below)
- 10% Owner
- Other (specify below)

Senior Vice President-Deepwater

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

1.	2.	3.	4.			5.	6.	7.
Title of Security (Instr. 3)	Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) or (D)	Price			
CDIS Common Stock	1/6/99	S	3,600	D	\$18	-0-	N/A	N/A
CDIS Common Stock	1/6/99	S	200	D	\$18 5/16	-0-	N/A	N/A
CDIS Common Stock	1/6/99	S	4,900	D	\$18 1/8	-0-	N/A	N/A
CDIS Common Stock	1/6/99	S	200	D	\$18 1/4	-0-	N/A	N/A
CDIS Common Stock	1/6/99	S	100	D	\$18 3/8	-0-	N/A	N/A
CDIS Common Stock	1/6/99	S	6,000	D	\$18 1/2	-0-	N/A	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.	2.	3.	4.	5.	6.	7.	8.	9.	10.	11.	
Title of Derivative Security (Instr. 3)	Conver- sion or Exercise Price of Deriv- ative Security	Trans- action Date (Month/ Day/ Year)	Trans- action Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	Date Exer- cisable and Expiration Date (Month/ Day/Year)		Title and Amount of Underlying Securities (Instr. 3 and 4) Title Shares	Price of Deriv- ative Secur- ity (Instr. 5)	Number of Derivative Securities Benefi- cially Owned at End of Month (Instr. 4)	Ownership Form of Deriv- ative Security Direct (D) or Indirect (I) (Instr. 4)	Nature of Beneficial Ownership (Instr. 4)
					Exer- cise- able	Expir- ation Date					
CDIS OPTIONS	4.50	1/6/99	M --	-- 10,000	1/15/98	4/1/01	10,000		15,000	D	N/A
CDIS OPTIONS	9.50	1/6/99	M --	-- 5,000	4/15/98	2/15/02	5,000		20,000	D	N/A

Explanation of Responses:

/s/ KENNETH DUELL 01/20/99

** 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.