

UNITED STATES 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

(Print or Type Responses)

1. Name and Address of Reporting Person FERRON MARTIN R			2. Issuer Name and Ticker or Trading Symbol Cal Dive International, Inc. "CDIS"		6. Relationship of Reporting Person to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (voluntary)	4. Statement for Month/Year February, 2001	<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (Specify below)
30 CHAMPIONS BEND						
(Street)				5. If Amendment, Date of Original (Month/Year)	PRESIDENT & COO	
HOUSTON	TEXAS	77069				
(City)	(State)	(Zip)				

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount (A) or (D)	Price		
Cal Dive International, Inc. Common Stock	2/22/01	M -	10,000 A	11.625	20,950	I See #1

#1 Owned by Uncle John Limited Partnership of which the general partner is an entity Mr. Ferron controls

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

