

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)

(AMENDMENT NO. 1) (1)

Cal Dive International, Inc.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

0001279141

(CUSIP Number)

December 31, 1998

(Date of event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

[] Rule 13d-1(b)

[] Rule 13d-(c)

[X] Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

 1. NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

First Reserve Corporation
 I.R.S. No.: 06-1210123

 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /
 (b) /X/

 3. SEC USE ONLY

 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

 5. SOLE VOTING POWER

NUMBER OF
 SHARES

 0

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY
 EACH

 1,500,000*

7. SOLE DISPOSITIVE POWER

REPORTING
 PERSON

 0

8. SHARED DISPOSITIVE POWER

WITH

 1,500,000*

 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,500,000*

 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES* []

 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.3%*

 12. TYPE OF REPORTING PERSON*

CO

 * SEE INSTRUCTIONS BEFORE FILLING OUT!

 1. NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

First Reserve Secured Energy Assets Fund, Limited Partnership
 I.R.S. No.: 06-1232433

 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /
 (b) /X/

 3. SEC USE ONLY

 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

 5. SOLE VOTING POWER

NUMBER OF
 SHARES

0

BENEFICIALLY

 6. SHARED VOTING POWER

OWNED BY

0

EACH

 7. SOLE DISPOSITIVE POWER

REPORTING

0

PERSON

 8. SHARED DISPOSITIVE POWER

WITH

0

 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES* []

 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

 12. TYPE OF REPORTING PERSON*

PN

 * SEE INSTRUCTIONS BEFORE FILLING OUT!

 1. NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

First Reserve Fund V, Limited Partnership
 I.R.S. No.: 06-1295657

 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /
 (b) /X/

 3. SEC USE ONLY

 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

 5. SOLE VOTING POWER

NUMBER OF
 SHARES 0

 6. SHARED VOTING POWER

BENEFICIALLY OWNED BY
 EACH 550,000

 7. SOLE DISPOSITIVE POWER

REPORTING PERSON 0

 8. SHARED DISPOSITIVE POWER

WITH 550,000

 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

550,000

 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES* []

 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.8%

 12. TYPE OF REPORTING PERSON*

PN

 * SEE INSTRUCTIONS BEFORE FILLING OUT!

 1. NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

First Reserve Fund V-2, Limited Partnership
 I.R.S. No.: 06-6351960

 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) / /
 (b) /X/

 3. SEC USE ONLY

 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

 5. SOLE VOTING POWER

NUMBER OF
 SHARES

0

BENEFICIALLY

 6. SHARED VOTING POWER

OWNED BY
 EACH

150,000

REPORTING

 7. SOLE DISPOSITIVE POWER

PERSON

0

WITH

 8. SHARED DISPOSITIVE POWER

150,000

 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

150,000

 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES* []

 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.0%

 12. TYPE OF REPORTING PERSON*

PN

 * SEE INSTRUCTIONS BEFORE FILLING OUT!

 1. NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

First Reserve Fund VI, Limited Partnership
 I.R.S. No.: 06-1334650

 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /
 (b) /X/

 3. SEC USE ONLY

 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

 5. SOLE VOTING POWER

NUMBER OF
 SHARES

0

BENEFICIALLY

 6. SHARED VOTING POWER

OWNED BY

800,000

EACH

 7. SOLE DISPOSITIVE POWER

REPORTING

0

PERSON

 8. SHARED DISPOSITIVE POWER

WITH

800,000

 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

800,000

 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES* []

 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.5%

 12. TYPE OF REPORTING PERSON*

PN

 * SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1.

(a) Name of Issuer.

The issuer is Cal Dive International, Inc. (the "Issuer").

(b) Address of Principal Executive Offices.

The Issuer's principal executive offices are located at 400 North Sam Houston Parkway East, Houston, Texas 77060.

Item 2.

(a) Name of Person Filing.

This Schedule 13G is being filed by First Reserve Fund V, Limited Partnership ("Fund V"), First Reserve Fund V-2, Limited Partnership ("Fund V-2"), First Reserve Fund VI, Limited Partnership ("Fund VI") and First Reserve Secured Assets Fund, Limited Partnership ("SEA" and together with Fund V, Fund V-2 and Fund VI, the "Funds") and by First Reserve Corporation ("First Reserve") which is the managing general partner of each of the Funds.

(b) Address of Principal Business Office or, if none, Residence

The principal business office of the Funds and First Reserve (together, the "Reporting Persons") is:

First Reserve Corporation
475 Steamboat Road
Greenwich, CT 06830

(c) Citizenship

Each of the Funds is a Delaware limited partnership and First Reserve is a Delaware corporation.

(d) Title of Class of Securities

This statement relates to shares of Common Stock of the Issuer.

(e) CUSIP Number

The CUSIP Number for the Common Stock is 0001279141.

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

Not applicable.

Item 4. Ownership

(a) Amount beneficially owned.

As of December 31, 1998, the number of shares of Common Stock beneficially owned by each Reporting Person identified in Item 2 of this Schedule 13G are:

Reporting Person	Shares
SEA	0
Fund V	550,000
Fund V-2	150,000
Fund VI	800,000
First Reserve	1,500,000*

(b) Percent of Class

As of December 31, 1998, the percentage of shares of Common Stock beneficially owned by each Reporting Person identified in Item 2 of this Schedule 13G are:

Reporting Person	Percentages
SEA	0
Fund V	3.8%
Fund V-2	1.0%
Fund VI	5.5%
First Reserve	10.3%*

(c) Number of Shares as to which such person has:

(i) sole power to vote or direct the vote:

As of December 31, 1998, the number of shares of Common Stock as to which each Reporting Person identified in Item 2 of this Schedule 13G had the sole power to vote or direct the vote are:

Reporting Person	Shares
SEA	0
Fund V	0
Fund V-2	0
Fund VI	0
First Reserve	0

(ii) shared power to vote or direct the vote:

As of December 31, 1998, the number of shares of Common Stock as to which each Reporting Person identified in Item 2 of this Schedule 13G had shared power to vote or direct the vote are:

Reporting Person	Shares
SEA	0
Fund V	550,000
Fund V-2	150,000
Fund VI	800,000
First Reserve	1,500,000*

(iii) sole power to dispose or direct the disposition of:

As of December 31, 1998, the number of shares of Common Stock as to which each Reporting Person identified in Item 2 of this Schedule 13G had the sole power to dispose or direct the disposition are:

Reporting Person	Shares
SEA	0
Fund V	0
Fund V-2	0
Fund VI	0
First Reserve	0

(iv) shared power to dispose or direct the disposition of:

As of December 31, 1998, the number of shares of Common Stock as to which each Reporting Person identified in Item 2 of this Schedule 13G had shared power to dispose or direct the disposition are:

Reporting Person	Shares
SEA	0
Fund V	550,000
Fund V-2	150,000
Fund VI	800,000
First Reserve	1,500,000*

* First Reserve does not directly own any shares of the Issuer. As the general partner of each of the Funds, First Reserve reports indirect beneficial ownership of the aggregate shares held directly by the Funds.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 5, 1999

First Reserve Secured Energy Assets Fund,
Limited Partnership

By: First Reserve Corporation,
as Managing General Partner

/s/ Thomas R. Denison

Name: Thomas R. Denison
Title: Managing Director

First Reserve Fund V, Limited Partnership

By: First Reserve Corporation,
as Managing General Partner

/s/ Thomas R. Denison

Name: Thomas R. Denison
Title: Managing Director

First Reserve Fund V-2, Limited Partnership

By: First Reserve Corporation,
as Managing General Partner

/s/ Thomas R. Denison

Name: Thomas R. Denison
Title: Managing Director

First Reserve Fund VI, Limited Partnership

By: First Reserve Corporation,
as Managing General Partner

/s/ Thomas R. Denison

Name: Thomas R. Denison
Title: Managing Director

First Reserve Corporation

/s/ Thomas R. Denison

Name: Thomas R. Denison
Title: Managing Director