

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
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- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>DUROC-DANNER BERNARD J</u> (Last) (First) (Middle) 515 POST OAK BLVD., STE. 600 (Street) HOUSTON TX 77027 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>CAL DIVE INTERNATIONAL INC [CDIS]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2002					
			4. If Amendment, Date of Original Filed (Month/Day/Year) 02/13/2003			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (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 Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, no par value	05/22/2001		M4	17,600	A	\$8.63	17,600	D	
Common Stock, no par value	05/22/2001		S4	11,100	D	\$29.899	6,500	D	
Common Stock, no par value	05/25/2001		S4	400	D	\$29.899	6,100	D	
Common Stock, no par value	06/04/2001		S4	6,100	D	\$29.899	0	D	

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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$8.63 ⁽¹⁾	02/11/1999		4A	44,000 ⁽¹⁾		(2)	02/11/2004	Common Stock	44,000 ⁽¹⁾	(3)	44,000 ⁽¹⁾	D	
Stock Option (Right to Buy)	\$8.63	05/22/2001		4M		17,600	(2)	02/11/2004	Common Stock	17,600	(4)	14,255.71 ⁽⁵⁾	D	

Explanation of Responses:

- Reflects adjustments for a two-for-one stock split of the Issuer on November 13, 2000. The option was originally granted for 22,000 shares of common stock of the Issuer at an exercise price per share of \$17.25.
- The option vests in five equal installments on February 11, 2000, 2001, 2002 and 2003 and December 11, 2003.
- Transaction is an option grant and therefore has no purchase or sales price.
- Transaction is an exercise of an option grant and therefore has no purchase or sales price.
- Pursuant to a domestic relations order, in December 2002, the Reporting Person transferred to his former spouse an option to purchase 12,144.29 of the shares of common stock of the Issuer issuable pursuant to the option granted to the Reporting Person on February 11, 1999.

Remarks:

Bernard J. Duroc-Danner 02/13/2004
 ** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** 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 is insufficient, see Instruction 6 for procedure.

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