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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

## FORM 4

## 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(h) of the Investment Company Act of 1940

 Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue.
 See Instruction 1(b).

1 0	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)				
N, MARTIN R.		CAL DIVE INTERNATIONAL, INC. "CDIS"						
400 N. SAM HOUSTON PKWY. E. SUITE 400		Statement for Month/Day/Year NOVEMBER 4, 2002	5.	If Amendment, Date of Original (Month/Day/Year				
(Street)	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)		Individual or Joint/Group Filing (Check Applicable Line)				
ON, TX 77060		☑ Director o 10% Owner						
(State) (Zip)	_	Officer (give title below)  Other (specify below)		O Form filed by More than One Reporting Person				
	(Street) ON, TX 77060	(Street)  (Last, First, Middle)  4.  SAM HOUSTON PKWY. E. SUITE 400  (Street)  6.	Trading Symbol CAL DIVE INTERNATIONAL, INC. "CDIS"  4. Statement for Month/Day/Year NOVEMBER 4, 2002  (Street) 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) ON, TX 77060  (State) (Zip)  Director 0 10% Owner	Trading Symbol CAL DIVE INTERNATIONAL, INC. "CDIS"  4. Statement for Month/Day/Year NOVEMBER 4, 2002  (Street) 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)  ON, TX 77060  (State) (Zip)  Trading Symbol CAL DIVE INTERNATIONAL, INC. "CDIS"  5. NOVEMBER 4, 2002  7. to Issuer (Check All Applicable)  Solve (see if both a)				

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).

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
1.	Title of Security 2. (Instr. 3)	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 Following Reported Transactions(s) (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v		Amount	(A) or (D)	Price						
	Cal Dive International, Inc. Common Stock	11/4/02		S			1,300	D	23.50		40,094		I		See #1
_															
						Pag	e 2								

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)	on	5.	Number of Derivat Acquired (A) or Dis (Instr. 3, 4 and 5)	
								Code	V		(A)	(D)

				Table II -						d of, or Beneficially s, convertible securi		— Continued		
6.	Date Exercisal Expiration Dat (Month/Day/Yea	te	7.	of Underly	of Underlying Securities Derivative				Derivative eneficially Owned eported Transaction(s)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)	
	Date Exercisable	Expiration Date	1	Title	Amount or Number of Shares									
_														
_														
	planation of													
#1	Owned by Ur	ncle John I	imit	ed Partner	ship of whic	h th	e general pa	artner	is an entity	Mr. Ferron controls.				
	e filing of this ended, or oth									or purposes of sectio	n 16 of t	he Securities Exchange	Act of 19	934, as
				/s/	MARTIN I	R. F	ERRON			11	/06/02			
				**Sig	gnature of Re	poi	ting Person				Date			
	** Intention	onal missta	— ateme	ents or omi	issions of fa	cts	constitute Fe	ederal	Criminal V	iolations. See 18 U.S	S.C. 1001	I 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.