## 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)

TAPSCOTT LOUIS				Issuer Name and Ticker or Trading Symbol 6. Cal Dive International, Inc. "CDIS"					to Issuer (Check all applicable)			
(Last) 400 N. Sam H	(First) Mouston Pkwy. E	(Middle) ., Suite 400	3. IRS Ide Number Person,		ntificati of Report if an en	on ing tity	4. Statemer Month/Ye MAY 200	nt for ear )1	Office	er (give X ( title	Other (Specify	
(Street) Houston, Texas 77060				(Voluntary)			5. If Amend Date of	dment, Original n/Year)	below) Senior vice President			
	(State)							7.	Individual (Check App Form f Per Form f Rep	al or Joint/Group Filing pplicable Line) filed by One Reporting		
1. Title of Security (Instr. 3)		2. Trans- 3.	Tran			es Acqui	red (A) 5.	Amount of	f Se- 6.	. Owner-	7. Nature	
						(D)				(Instr. 4)	ship (Instr. 4)	
Cal Dive Inter Common Stock	national, Inc.	5/16/01	S		1,000						N/A	
Cal Dive Inter Common Stock	rnational, Inc.	5/16/01	S		2,000						N/A	
Cal Dive Inter Common Stock	rnational, Inc.	5/16/01	S		25,000	D	\$28.00	-0-		D	N/A	

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

(Over)

(Print or Type Responses)

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (e.g., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

<ol> <li>Title of Derivative Security (Instr. 3)</li> </ol>	2. Conversion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/ Year)	action Code	8)	Number of Derivative Securities Acquired (A) or Disposed of (I (Instr. 3, 4, and 5)	cisa - Expi Date D) (Mon Year	ble and ration th/Day/	of Und Securi (Instr	. 3 and 4)	8. Price of Deriv- ative Secur- ity (Instr. 5)
			 Code V	()	A) (D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	
Option Purchase	\$9.50	5/16/01	м -		1,000	4/1/01	4//1/02	N/A		D
Option Purchase	\$9.50	5/16/01	М -		- 2,000		4//1/02		2,000	D
Option Purchase	\$9.50	5/16/01	М -			4/1/01	4//1/02			D
Derivative Securities Beneficially Owned at End of Month (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect (Instr. 4)		Indire Benef: Owner: (Inst:	cial ship . 4)					_	
53,000	D		N/A						-	
28,000	D		N/A						-	
Explanation of Response	s:								- - -	

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.