

U.S. 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

## 1. Name and Address of Reporting Person

BECHER                      ANDREW                      C.  
-----  
(Last)                      (First)                      (Middle)

Cal Dive International  
400 N. Sam Houston Pkwy E. Suite 400  
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(Street)

Houston                      Texas                      77060  
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(City)                      (State)                      (Zip)

## 2. Issuer Name and Ticker or Trading Symbol

Cal Dive International, Inc. "CDIS"

## 3. IRS or Social Security Number of Reporting Person (Voluntary)

## 4. Statement for Month/Year

DECEMBER 1998

## 5. If Amendment, Date of Original (Month/Year)

N/A

6. Relationship of Reporting Person to Issuer  
(Check all applicable)

☐ Director  
☒ Officer (give title below)  
☐ 10% Owner  
☒ Other (specify below)

Senior Vice President

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

1.	2.	3.	4.	5.	6.	7.
				Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
Title of Security (Instr. 3)	Trans- action Date (Month/ Day/ Year)	Trans- action Code (Instr. 8) ----- Code V	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) or (D)      Price			
Cal Dive International, Inc. Common Stock	12/17/98	S    --	2000      D      \$16.75		N/A	N/A
Cal Dive International, Inc. Common Stock	12/10/98	S    --	3000      D      \$16.25	-0-	N/A	N/A

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

(Print or Type Responses)

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FORM 4 (CONTINUED)

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

1.	2.	3.	4.	5.	6.	7.	8.	9.	10.	11.
				Number of Derivative Securities	Date Exer- cisable and Expiration	Title and Amount of Underlying Securities	Price	Number of Derivative	Ownership Form of Deriv- ative	

Title of Derivative Security (Instr. 3)	Conver- sion or Exercise Price of Deriv- ative Security	Trans- action Date (Month/ Day/ Year)	Trans- action Code (Instr. 8) ----- Code V	Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	Date (Month/ Day/Year) ----- Date Exer- Expir- cis- tion able Date		(Instr. 3 and 4) ----- Amount or Num- ber of	of Deriv- ative Secur- ity (Instr. 5)	Securities Benefi- cially Owned at End of Month (Instr. 4)	Security Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
Option to Purchase	\$4.50	12/2/98	M --	-- 5000	1/10/97	1/16/01	NA 5000	D	90,000	D	N/A

Explanation of Responses:

- -----  
- -----

/s/ ANDREW BECHER	1/22/99
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** Signature of Reporting Person	Date

\*\* 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 provided is insufficient, SEE Instruction 6 for procedure.