FORM 4

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

1. Name and Address of Reporting Person NELSON S. JAMES			Issuer Name and Ticker or Trading Symbol 6. CAL DIVE INTERNATIONAL, INC. "CDIS"								Relationship of Reporting Person to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) 3016 Amherst Street		(Middle)	Numl	ber o	Social Security of Reporting (voluntary)		4.	Statemonth/ August	Year		X Officer		 Other		
2010 WHILE ST STIERT												below)		perow)	
Houston	(Street) Texas	77005					5.		ndment, f Original th/Year)			·			
(City)	(State)	(Zip)						(Honeily Tour)		.ui)		Vice Chairman			
			TABLE :	I	NON-DERIV	ATIVE	SEC	URITIES	ACQU	IRED, D	ISPOSED OF,	OR BENEFI	CIALLY	OWNED	
1. Title of Security (Instr. 3)		2. Trans- 3. action Date (Month/ Day/	Transac- 4. Securities Acc tion or Disposed of Code (Instr. 3, 4 a (Instr. 8)				(D) cur and 5) cia End			curitie cially End of	s Benefi- Owned at	ship Form: Direct (D) or		Nature of In- direct Benefi- cial Owner-	
		Year)	Code	V Amount (A)	(A) o (D)	r	Price				(I) (Instr. 4		ship (Instr. 4)		
	TERNATIONAL, INC ON STOCK	. 8/2/02	Р	V	10,000	(A)		16.60		90,	000	D		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,
     0R
BENEFICIALLY
OWNED (e.g.,
PUTS, CALLS,
 WARRANTS,
  OPTIONS,
 CONVERTIBLE
SECURITIES)
- ------
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 -- 1. Title
     of
 Derivative
 2. Conver-
3. Trans- 4.
Trans- 5.
Number of 6.
 Date Exer-
7. Title and
  Amount 8.
    Price
  Security
   sion or
   action
   action
 Derivative
 cisable and
     of
 Underlying
 of (Instr.
 3) Exercise
 Date Code
 Securities
     Ac-
 Expiration
 Securities
Deriv- Price
 of (Month/
 (Instr. 8)
quired (A)
  or Date
(Instr. 3
and 4) ative
Deriv- Day/
Disposed of
(D)
(Month/Day/
Secur- ative
    Year)
(Instr. 3,
4, Year) ity
Security and
5) (Instr. 5) -----
-----
-----
   -- Date
   Expira-
Amount or --
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Exer- tion
Title Number
  of Code V
(A) (D) cisable Date
Shares - ---
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  -----
N/A - -----
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----------_____ _____ ----------_____ -----_____ ------ - -_____ 9. Number of 10. Ownership 11. Nature of Derivative Form of Indirect Securities Derivative Beneficial Beneficially Security: Ownership Owned at End Direct (D) (Instr. 4) of Month or Indirect (I)
(Instr. 4)
(Instr. 4) ----------

----------_____ _____ --- - -----Explanation of Responses: -----------_____ ------------------------- The filing of this statement shall not be deemed an admission that the undersigned is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the owner of any equity securities covered by this statement. /s/ S. JAMES NELSON 8/7/02 ----------- ---------