## FORM 3

OMB APPROVAL

OMB Number: 3235-0104
Expires: February 1, 1994
Estimated average burden hours per response.... 0.5

U.S. SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP AND SECURITIES

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)

1. Name and Ad	•	orting Person LEWIS	2. Date of Event Requiring Statement (Month/Day/Year)	4. Issuer Name and Ticker or Trading Symbol CDIS	6. If Amendment, Date of Original (Month/Day/Year)
	(First)  OUSTON PARKWA  Street)  TEXAS  (State)	(Middle) Y E. #400 77060 (Zip)	MAY 2002 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Ov  X Officer Other (s be (give title below) SENIOR VICE PRESIDENT & GENERAL COUNSEL	7. Individual or Joint/ Group Filing (Check wner Applicable Line) [X] Form filed by
TAE	BLE I NON-	DERIVATIVE SECU	RITIES BENEFICIALLY OWNED		
1. Title of Security (Instr. 4)			<ol> <li>Amount of Securities         Beneficially Owned         (Instr. 4)</li> </ol>	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Cal Dive Interr	national, Inc	. Common Stock	906.24	D	

FORM 3 (CONTINUED) TABLE II --DERIVATIVE SECURITIES BENEFICIALLY OWNED (e.g., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES) - ----------------Title of Derivative 2. Exercisable 3. Title and Amount of 4. Conversion 5. Ownership 6. Nature of Indirect Security (Instr. 4) and Expiration Securities Underlying or Exercise Form of Beneficial Ownership Date Derivative Security Price of Derivative (Instr. 5) (Month/Day/Year) (Instr. 4) Derivative Security: --------------Security Direct (D) or Amount or Indirect (I) Date Expiration  ${\tt Number\ (Instr.}$ 5) Exercisable Date Title of Shares - -------------------- Cal Dive International, Inc. OPTIONS 4/17/01 4/17/05 Common Stock 24,000 19.500 D - --------------

----- Cal Dive International, Inc. OPTIONS 4/03/02 4/03/04 Common Stock 5,000 21.875 D - -----------------------------Explanation of Responses: /s/ JAMES LEWIS CONNOR III 5/07/02 ---------------\*\*Signature of Reporting Person Date \*\* Intentional  ${\tt misstatements}$ 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. Íf

space is insufficient, See Instruction 6 for procedure. 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. SEC 1473(3/91)