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 Per	son						
AHALT		_						
(Last) 10 SYCAMORE LANE	(First)	, ,						
MORRISTOWN	(Street) NJ	07960						
(City)	(State)	(Zip)						
2. Issuer Name and T. CAL DIVE INTERNATION								
3. IRS or Social Sec	urity Number of	Reporting Pers	son (Volunt	ary)				
4. Statement for Mon MARCH, 1998	th/Year							
5. If Amendment, Date	e of Original (M	lonth/Year)						
6. Relationship of R		to Issuer						
<pre>[X] Director [] 10% Owner [] Officer (give [] Other (specify)</pre>								
TABLE INon-Derivat	ive Securities A	.cquired, Dispo	osed of, or	Beneficia	ally Owned			
1.		3.		4.		5.	6.	7.
Title of	Trans- action Date (Month/	Trans- action Code (Instr. 8)	Securit or Disp (Instr.	ies Acquir osed of (D 3, 4 and	red (A))) 5)	3 and 4)	Form: Direct (D) or Indirect	Beneficial
Security (Instr. 3)	Day/ Year)	Code V		(D)				
CAL DIVE INT'L COMMO	N 3/2/98	S		D	27 11/16		D	N/A
STOCK CAL DIVE INT'L COMMO	N 3/5/98	S	2,000	D	28 1/4	10,000	D	N/A
STOCK CAL DIVE INT'L COMMO STOCK	N 3/19/98	S	18,000	D	28	10,000	D	N/A
Reminder: Report on owned directions	a separate line ctly or indirect				icially			

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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.
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) 	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	Date Excisable Expirat Date (M Day/Ye	and ion onth/	Title Amount Underl Securi (Instrand 4	t of lying ities r. 3	Price of Deriv- ative Secur- ity (Instr. 5)	Number of Derivative Securities Benefi- cially Owned at End of Month (Instr. 4)	Ownership Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	

Explanation of Responses:	
/s/GORDON AHALT	3/23/98

* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

** Signature of Reporting Person

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