## 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	of Reporting Pe	erson						
Naughton	Scott	Thomas						
(Last)	(First)	(Middle)						
2115 F	ive Iron Drive							
	(Street)							
Houston	TX.	77089						
(City)	(State)	(Zip)						
2. Issuer Name and Ti	cker or Tradir	ng Symbol						
Cal Dive Internati	lonal, Inc. "CI	DIS"						
3. IRS or Social Secu	<del></del>							
###-##-###								
4. Statement for Mont	h/Year							
12/98								
5. If Amendment, Date	e of Original (	(Month/Year)						
<ol><li>Relationship of Re (Check all applica</li></ol>		n to Issuer						
[ ] Director [X] Officer (give  Vice President of	Core Services		r (specify					
TABLE INon-Derivati								
1.	2.	3.		4.		5.	6.	7.
Title of Security	Trans- action Date (Month/ Day/	Trans- action Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Amount (A) or Price			Amount of Securities Beneficially Owned at End of Month (Instr.	Owner- ship	Nature of Indirect
(Instr. 3)	Year)	Code V	Alliouric	(D)	FIICE	3 and 4)		(Instr. 4)
Cal Dive Internationa			E 000		16 0/4	20.000		N/A
Inc. Common Stock	12/22/98	S	5,000	D	16 3/4	30,000	D	N/A
Reminder: Report on a owned direc	a separate line ctly or indired		s of securi	ties benef	icially			
		(Print	t or Type R	esponses)				
					Page 2			

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	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)  Code V	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exer- cisable and Expiration Date (Month/ Day/Year) Date Exer- Exp cis- ati able Dat	n	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/ SCOTT T. NAUGHTON 1-29-99

\*\* 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.