FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

OMB APPROV	'AL
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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF 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

		ding Company Ac	t of 1935 or Section	30(1	f) of the Investme	nt Company Act of 19	40			
(Print or Ty	/pe Responses)									
	Address of Repor	-	2. Date of Event R   (Month/Day/Year		•					
0'CARROLL		HRISTOPHER	 		AUGUST 20, 2002					
(Last)	(First)	(Middle)	3. I.R.S.   Identification   Number of	4	<ol> <li>Issuer Name AND or Trading Symb</li> </ol>		6. If Amendment, Date   of Original   (Month/Day/Year) 			
5212 Britmor			Reporting Per	son,	CDIS					
HOUSTON	(Street) TEXAS	77041	if an entity   (voluntary)   		      5. Relationship of Reporting Person(s   to Issuer (Check all applicable		      7. Individual or   Joint/Group Filing			
(City) (State) (Zip)		(Zip)	 		X Other (s	10% Owner (give title below) pecify below)	(Check Applicable Line)  X Form filed by One Reporting Person			
			   		Co-President -	Subsidiary	Form filed by   More than One   Reporting Person			
		TABL	E I NON-DERIVATIV	E SEC	CURITIES BENEFICIA	LLY OWNED				
(Instr. 4) Be			unt of Securities   eficially Owned   str. 4)		Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indi   (Instr. 5) 	rect Beneficial Ownership			
1. Cal Dive International   Common Stock*   62			594.13		D	   				
			4, 415		I	Power of Attor				
	co a Share Rights Agreement	   		· -·       -						
		<u> </u> 		 		 				
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				-·		 				
			ch class of securiti porting person, see			directly or indirect	ly.			
	PERSONS W		HE COLLECTION OF INF ESS THE FORM DISPLAY			THIS FORM ARE NOT RE B CONTROL NUMBER.	QUIRED TO			
							(Over) SEC 1473(7-02)			

FORM 3 (CONTINUED)

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

	Derivative (Instr. 4)		Date Exercisable and Expiration Date (Month/Day/Year)		Title and Amount of Underlying Derivativ (Instr. 4)	ve Securities		Conversion or Exercise Price of Derivative Security	İ	Ownership  6. Form of   Derivative  Security:   Direct   (D) or   Indirect	Nature of Indirect Beneficial Ownership (Instr. 5)
		İ	I	İ	1	Amount or	İ		İ	(I) j	

	Date   Exercisable	Expiration  Date		Number of   Shares		(Instr. 5)  	
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Explanation of Responses:

/s/ MARTIN C. O'CARROLL 8/29/02

\*\*Signature of Reporting Person Date

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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