

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 Person

AHALT

GORDON

F.

(Last)

(First)

(Middle)

10 Sycamore Lane

(Street)

Morristown

New Jersey

07960

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Cal Dive International, Inc. CDIS

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

08/98

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

[] 10% Owner

[X] Director

[] Officer (give title below)

[] Other (specify below)

TABLE I--Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	2.	3.	4.			5.	6.	7.
Title of Security (Instr. 3)	Trans- action Date (Month/ Day/ Year)	Trans- action Code (Instr. 8) ----- Code V	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Ownership (Instr. 4)

			Amount	(A) or (D)	Price			
Common Stock (CDIS)	08/27/98	P	2000	A	12 5/16	12,000	D	

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly. (Print or Type Responses)

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.
							</			

Explanation of Responses:

- -----
- -----

/s/ GORDON AHALT

8/31/98

** 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.