

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instructions 1(b).

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
MIDDLETON MICHAEL P

(Last) (First) (Middle)
3020 CARROL DR.

(Street)
MORGAN CITY LA 70380

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CAL DIVE INTL INC, CDIS

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

4. Statement for Month/Year
TRADES IN 1997

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

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

 10% Owner
 Director
 Officer (give title below)
 Other (specify below)

V.P. OPERATIONS

7. Individual or Joint Group Filing (check applicable line)
 Form filed by one reporting person
 Form Filed by more than one reporting person

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)	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 Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount	(A) or (D)	Price			
CAL DIVE INT'L INC, COMMON STOCK	11-21-97	1	7,000	D	31 1/4	20,628	D	--
CAL DIVE INT'L INC, COMMON STOCK	11-21-97	1	800	D	31	20,628	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.
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Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security (Instr. 3)	Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date (Month/Day/Year)		Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)	Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	Ownership Form of Derivative Security:		Nature of Indirect Beneficial Ownership (Instr. 4)
					Date Exercisable	Expiration Date				Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	

Explanation of Responses:

/s/ MICHAEL P. MIDDLETON

03/27/1998

 ** 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.