

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 | | | 2. Issuer Name and Ticker or Trading Symbol | | 6. Relationship of Reporting Person to Issuer (Check all applicable) | |
| FERRON | MARTIN | R. | Cal Dive International, Inc. "CDIS" | | X Director 10% Owner | |
| (Last) | (First) | (Middle) | | | | |
| 30 CHAMPIONS BEND | | | 3. IRS or Social Security Number of Reporting Person (Voluntary) | | 4. Statement for Month/Year MAY 01 | |
| | | | | | X Officer (give title below) Other (Specify below) | |
| HOUSTON | (Street) TEXAS | 77069 | | | 5. If Amendment, Date of Original (Month/Year) | |
| (City) | (State) | (Zip) | | | President and COO | |

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------------|--------------------------------------|--------------------------------|-------------------------------------------------------------------|-------|--------|-----------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | | | |
| Cal Dive International, Inc. Common Stock | 5-21-01 | S | -- | 8,000 | D | 29.40625 32,000 | D | N/A |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Responses)

