

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

1. Name and Address of Reporting Person NAUGHTON SCOTT T. (Last) (First) (Middle) 2115 FIVE IRON DRIVE (Street) HOUSTON TEXAS 77089 (City) (State) (Zip)			2. Date of Event Requiring Statement (Month/Day/Year) 8/10/1998  3. IRS or Social Security Number of Reporting Person (Voluntary)  ###-##-####	4. Issuer Name and Ticker or Trading Symbol CDIS	5. Relationship of Reporting Person to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  VICE PRESIDENT	6. If Amendment, Date of Original (Month/Day/Year)    7. Individual or Joint Group Filing (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
CAL DIVE INTERNATIONAL INC	20,000 Shares	(D)	
CAL DIVE INTERNATIONAL INC	5,000 Shares	(D)	
CAL DIVE INTERNATIONAL INC	10,000 Shares	(D)	

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

FORM 3 (Continued)

Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

/s/ SCOTT T. NAUGHTON

8/12/98

\*\*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.