UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

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(h) of the Investment Company Act of 1940

s E c	Check this box if no longer ubject to Section 16. Form 4 or Form 5 bligations may continue. See Instruction 1(b)				
	Name and Address of Reporting Person* (Last, First, Middle)	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
	FERRON, MARTIN R.		CAL DIVE INTERNATIONAL, INC. "CDIS"	_	
	400 N. SAM HOUSTON PKWY. E. SUITE 400	4.	Statement for (Month/Day/Year) JANUARY 2, 2003	5.	If Amendment, Date of Original (Month/Day/Year)
	(Street)	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)
	HOUSTON, TX 77060		☑ Director 0 10% Owner		☑ Form filed by One Reporting Person
	(City) (State) (Zip)		☑ Officer (give title below)		0 Form filed by More than One Reporting Person
	· · · · · · ·		0 Other (specify below)		
			PRESIDENT AND COO		

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

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Title of Security 2. (Instr. 3)	Transaction Date (Month/Day/Year)	Deemed Execution Date, if any. (Month/Day/Year)	3. Tra (Ins	nsact tr. 8)	ion Code	4.	Securities A or Disposed (Instr. 3, 4 a	l of (D)	ed (A)	5.	Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
			Coo	le	v		Amount	(A) or (D)	Price						
Cal Dive International, Inc. Common Stock	01/2/02		М				20,000	A	11.625		41,394		I		See #1
										_					
						Pa	ge 2								

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

					Owned			
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3a. Deemed Execution Date, if any (Month/Day/Year)	4.	Transaction Code (Instr. 8)	n	5.		Disposed of (D)
				Code	v		(A)	(D)
11.625	01/02/03			М				20,000
	2. Conversion or Exercise Price of Derivative Security	(e.g., puts, calls, warra 2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)	(e.g., puts, calls, warrants, options, converti 2. Conversion or Exercise Price of Derivative Security (Month/Day/Year) 3a. Deemed Execution Date, if any (Month/Day/Year)	(e.g., puts, calls, warrants, options, convertible see 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3a. Deemed Execution Date, if any (Month/Day/Year) 4. 11.625 01/02/03	(e.g., puts, calls, warrants, options, convertible securities) 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3a. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Inst. 8) 11.625 01/02/03 M 6. 11.625 01/02/03 M 6. 11.625 01/02/03 M 6.	(e.g., puts, calls, warrants, options, convertible securities) 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3a. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code V 11.625 01/02/03 M V 11.625 01/02/03 M V 11.625 01/02/03 M V 11.625 01/02/03 V V	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code 5. Image: Code V	(e.g., puts, calls, warrants, options, convertible securities) 2. Conversion or Exercise Security 3. Transaction Date (Month/Day/Year) 3a. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Deri- Acquired (A) or (Instr. 3, 4 and 5) 11.625 01/02/03 M 11.625 (A) 11.625 01/02/03 M 11.625 11.625

Date Fright Singer 11/03/02 01/03/03 Common Singer -0- I See #I 11/03/03 01/03/03 Common Singer -0- I See #I 11/03/04 01/03/03 Common Singer -0- I See #I 11/03/04 01/03/03 01/03/03 Common Singer -0- I See #I 11/03/04 01/04/04 01/04/04 01/04/04 I See #I I 11/03/04 01/04/04 01/04/04 01/04/04 I See #I I 11/04/04 01/04/04 01/04/04 01/04/04 I I I I 11/04/04 01/04/04 01/04/04 01/04/04 I I I I I<	Date Exercisab Expiration Dat (Month/Day/Yea	e	7.	Title and A of Underly (Instr. 3 and	ing Securities	8.	Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficia Ownersh (Instr. 4)
				Title	Number of								
	11/03/02	01/03/03			20,000				-0-		I		See #I
	11/03/02	01/03/03			20,000				-0-		I		

Explanation of Responses:

#1 Owned by Uncle John Limited Partnership of which the general partner is an entity Mr. Ferron controls.

The filing of this statement shall not be deemed an admission that the undersigned is, for purposes of section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the owner of any equity securities covered by this statement.

**Signature of Reporting Person

/s/ MARTIN R. FERRON

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

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

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Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued

Date

01/06/03