SEC 1474 POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTIONS OF INFORMATION (02-02) CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

- -----FORM 4

OMB APPROVAL
OMB Number: 3235-0287 [] CHECK THIS BOX IF NO LONGER SUBJECT TO

SECTION 16. FORM 4 OR FORM 5 OBLIGATIONS MAY CONTINUE. SEE INSTRUCTION 1(b).

Expires: January 31, 2005 Estimated average burden hours per response.... 0.5

UNITED STATES 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

(Print or Type Responses)

1. Name and Address of Reporting Person* MBROSE MICHAEL V		 Issuer Name and Ticker or Trading Symbol 6 Cal Dive International, Inc. "CDIS" 					Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner		
(Last) (First) 400 N. Sam Houston Pkwy. E.	(Middle)		entificati of Report if an en	ing	4. Statement Month/Yea March 200	ır		(give Other (Specify title below)	
	#400 		ıntary)	LILY				below)	perow)
(Street) Houston Texas	77060			5	5. If Amendm Date of O		SENIOR VICE PRESIDENT		
(City) (State)	(Zip)						(Check App. Form f. Pers Form f.	nl or Joint/Group Filing plicable Line) filed by One Reporting erson filed by More than One eporting Person	
		TABLE I -	NON-DERI	VATIVE	SECURITIES AC	QUIRED, D	ISPOSED OF,	OR BENEFICIA	ALLY OWNED
1. Title of Security (Instr. 3)	2. Trans- 3. action Date (Month/ Day/	Transac- 4 tion Code (Instr. 8)	Securities Acqu or Disposed of (Instr. 3, 4 an		(D) `´	curities cially 0 End of M	Benefi- Wned at	Owner- ship Form: Direct (D) or Indirect	7. Nature of In- direct Benefi- cial Owner-
	Year)	Code V	Amount	(A) or (D)	Price			(I) (Instr. 4)	ship (Instr. 4)
Cal Dive International Inc. Common Stock	3/20/02	S	10,000	D	24.338			I	See #1
Cal Dive International Inc. Common Stock	3/21/02	S	6,470	D	24.2113			I	See #1
Cal Dive International Inc. Common Stock	3/21/02	S	7,346	D	24.2113			I	See #1
Cal Dive International Inc. Common Stock	3/20/02	М	4,470	Α	10.2815			I	See #1
Cal Dive International Inc. Common Stock	3/20/02	М	5,530	А	12.50			I	See #1
Cal Dive International Inc. Common Stock	3/21/02	М	4,000	A	18.00			I	See #1
Cal Dive International Inc. Common Stock	3/21/02	М	2,470	Α	12.50			I	See #1
Cal Dive International Inc. Common Stock	3/21/02	М	7,346	Α	10.2815	1	,100	D	
#1 Owned by SMA LTD PARTNER	SHIP of which Mr.	Ambrose is	a general	partner					

```
FORM 4 (CONTINUED)
 TABLE II --
 DERIVATIVE
 SECURITIES
  ACQUIRED,
DISPOSED OF,
     0R
BENEFICIALLY
OWNED (e.g.,
PUTS, CALLS,
 WARRANTS,
  OPTIONS,
 CONVERTIBLE
SECURITIES)
- ------
-----
 -- 1. Title
     of
 Derivative
 2. Conver-
3. Trans- 4.
Trans- 5.
Number of 6.
 Date Exer-
7. Title and
  Amount 8.
    Price
  Security
   sion or
   action
   action
 Derivative
 cisable and
     of
 Underlying
 of (Instr.
 3) Exercise
 Date Code
 Securities
     Ac-
 Expiration
 Securities
Deriv- Price
 of (Month/
 (Instr. 8)
quired (A)
  or Date
(Instr. 3
and 4) ative
Deriv- Day/
Disposed of
(D)
(Month/Day/
Secur- ative
    Year)
(Instr. 3,
4, Year) ity
Security and
5) (Instr. 5) -----
_____
-----
   -- Date
   Expira-
Amount or --
-----
Exer- tion
Title Number
  of Code V
(A) (D) cisable Date
Shares - ---
-----
-----
   OPTION
   10.2815
3/20/02 M --
  -- 4,470
```

11/6/01 11/6/03 Common 4,470 -- Stock - ---------------------**OPTION 12.50** 3/20/02 M ---- 5,530 6/1/01 6/1/04 Common 5,530 -- Stock - -_____ -----**OPTION 18.00** 3/21/02 M ---- 4,000 3/1/02 3/1/03 Common 4,000 -- Stock - -_____ -----_____ _____ ----------**OPTION 12.50** 3/21/02 M ---- 2,470 6/1/01 6/1/04 Common 2,470 -- Stock - ------_____ -----OPTION 10.2815 3/21/02 M ---- 7,346 11/6/01 11/6/03 Common 7,346 -- Stock - ------

----------_____ _____ ---------9. Number of 10. Ownership 11. Nature of Derivative Form of Indirect Securities Derivative Beneficial Beneficially Security: Ownership Owned at End Direct (D) (Instr. 4) of Month or Indirect (I) (Instr. 4) (Instr. 4) ---------------- -- I See #1 Table 1 - --------------------------- I See #1 Table 1 - -------------------------- 8,000 I See #1 Table 1 - -------------------------- 32,000 I See #1 Table 1 - --------------------- 17,880 D - -----

Explanation of Responses: 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. /s/ MICHAEL V AMBROS 4/9/02 --------------**Signature of Reporting Person Date 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). ** 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 is insufficient, See Instruction 6 for procedure.