

FORM 4

OMB APPROVAL

[] CHECK THIS BOX IF NO
 LONGER SUBJECT TO
 SECTION 16. FORM 4
 OR FORM 5 OBLIGATIONS
 MAY CONTINUE. SEE
 INSTRUCTION 1(b).

OMB Number: 3235-0287
 Expires: January 31, 2005
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 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*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
AMBROSE	MICHAEL	V	Cal Dive International, Inc. "CDIS"		Director 10% Owner	
(Last)	(First)	(Middle)				
400 N. Sam Houston Pkwy. E. #400			3. IRS Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Year March 2002	
					X Officer (give title below) Other (Specify below)	
Houston	Texas	77060			5. If Amendment, Date of Original (Month/Year)	
(City)	(State)	(Zip)			SENIOR VICE PRESIDENT	
					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. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Transac- tion Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Se- curities Benefi- cially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of In- direct Benefi- cial Owner- ship (Instr. 4)
		Code V	Amount (A) or (D) Price			
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	M --	4,470 A 10.2815		I	See #1
Cal Dive International Inc. Common Stock	3/20/02	M --	5,530 A 12.50		I	See #1
Cal Dive International Inc. Common Stock	3/21/02	M --	4,000 A 18.00		I	See #1
Cal Dive International Inc. Common Stock	3/21/02	M --	2,470 A 12.50		I	See #1
Cal Dive International Inc. Common Stock	3/21/02	M --	7,346 A 10.2815	1,100	D	

#1 Owned by SMA LTD PARTNERSHIP of which Mr. Ambrose is a general partner.

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.