

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE

SECURITIES EXCHANGE ACT OF 1934

CAL DIVE INTERNATIONAL, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

MINNESOTA
(STATE OF INCORPORATION
OR ORGANIZATION)

95-3409686
(I.R.S. EMPLOYER
IDENTIFICATION NUMBER)

13430 NORTHWEST FREEWAY
HOUSTON, TEXAS

77040
(ZIP CODE)

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

Securities to be registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS
TO BE SO REGISTERED

NAME OF EACH EXCHANGE
ON WHICH
EACH CLASS IS TO BE
REGISTERED

NONE

NONE

Securities to be registered pursuant to Section 12(g) of the Act:

COMMON STOCK, NO PAR VALUE

(TITLE OF CLASS)

(TITLE OF CLASS)

This Registration Statement contains a total of 3 pages. Exhibit Index is on page 3.

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

Cal Dive International, Inc. (the "Company") hereby incorporates by reference the description of securities contained in the Registration Statement on Form S-1 (Registration Number 333-26357) filed with the Securities and Exchange Commission on May 1, 1997, as amended and supplemented by the Company.

ITEM 2. EXHIBITS.

1. Amended and Restated Articles of Incorporation of the Company filed on April 11, 1997 with the Secretary of State of Minnesota, incorporated by reference from Exhibit 3.1 to the Company's Registration Statement on Form S-1, Registration Number 333-26357, filed with the Securities and Exchange Commission on May 1, 1997.)
2. Amended and Restated By-Laws of the Company (incorporated by reference from Exhibit 3.2 to the Company's Registration Statement on Form S-1, Registration Number 333-26357, filed with the Securities and Exchange Commission on May 1, 1997.)
3. Specimen Certificate for Common Stock (incorporated by reference from Exhibit 4.3 to the Company's Registration Statement on Form S-1, Registration Number 333-26357, filed with the Securities and Exchange Commission on May 1, 1997.)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: June 24, 1997

CAL DIVE INTERNATIONAL, INC.

By: /s/ ANDREW C. BECHER
Its: Senior Vice President

INDEX TO EXHIBITS

EXHIBIT NUMBER -----	EXHIBIT -----	PAGE NUMBER -----
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