

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(f) of the Investment Company Act of 1940

Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* CONNOR, III JAMES LEWIS <hr/> (Last) (First) (Middle) 400 N. SAM HOUSTON PARKWAY E., SUITE 400 <hr/> (Street) HOUSTON, TEXAS 77060 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Cal Dive International, Inc. "CDIS" <hr/> 4. Statement for Month/Year AUGUST 2002 <hr/> 6. Relationship of Reporting Person(s) to Issuer <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SENIOR VICE PRESIDENT, GENERAL COUNSEL AND CORPORATE SECRETARY <hr/>	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) <hr/> 5. If Amendment, Date of Original (Month/Year) <hr/> 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 II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued
 (e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date (Mo/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
7/22/2003	7/22/2012	Cal Dive International, Inc. Common Stock	30,000	-	30,000
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Explanation of Responses:

The filing of this statement shall be deemed an admission that the undersigned is, for purposes of section 16 of the Securities Act of 1934, as amended, or otherwise, the owner of any equity securities covered by this statement.

/s/ James Lewis Connor III

8/28/02

**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 5(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.

