

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

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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer (Check all applicable)	
FERRON	MARTIN	R.	Cal Dive International, Inc. "CDIS"		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (Specify below)	
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)		4. Statement for Month/Year	
400 N. Sam Houston Pkwy E. Suite 400					March 2002	
(Street)					5. If Amendment, Date of Original (Month/Year)	
Houston, Texas 77060					PRESIDENT & COO	
(City)	(State)	(Zip)				

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Amount	Price				
Cal Dive International, Inc. Common Stock	3/12/02	S	-	5,000	D	\$24.7	41,394	I	See #1

#1 Owned by Uncle John Limited Partnership of which Mr. Ferron is a general partner.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
(Print or Type Responses)

TABLE II --  
DERIVATIVE  
SECURITIES  
ACQUIRED,  
DISPOSED OF,  
OR  
BENEFICIALLY  
OWNED (e.g.,  
PUTS, CALLS,  
WARRANTS,  
OPTIONS,  
CONVERTIBLE  
SECURITIES)

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-- 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) -----  
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-- Date  
Expira-  
Amount or --  
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Exer- tion  
Title Number  
of Code V  
(A) (D)  
cisable Date  
Shares - ----  
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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.