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SCHEDULE 13G

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2 Under the
Securities Exchange Act of 1934

(Amendment No. ____)*

Cal Dive International, Inc.

(Name of Issuer)

Common Stock, No Par Value

(Title of Class of Securities)

0001279141
(CUSIP Number)

Check the following box if a fee is being paid with this statement . (A fee is required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 0001279141 13G Page 2 of 5 Pages

1 NAME OF REPORTING PERSON
 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Coflexip

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

France

	5	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	3,699,788	

	6	SHARED VOTING POWER
	-0-	

	7	SOLE DISPOSITIVE POWER
	3,699,788	

	8	SHARED DISPOSITIVE POWER
	-0-	

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,699,788	

10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> (See Instructions)	

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	25.5%	

12	TYPE OF REPORTING PERSON (See Instructions)	
	CO	

This Information Statement on Schedule 13G is being filed by the undersigned pursuant to Securities and Exchange Commission Rule 13d-1(c).

Item 1(a). NAME OF ISSUER
 Cal Dive International, Inc.

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
 400 N. Sam Houston Parkway E.
 Suite 400
 Houston, Texas 77060

Item 2(a). NAME OF PERSON FILING
 Coflexip

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE
 23, avenue de Neuilly
 75116 Paris, France

Item 2(c). CITIZENSHIP

France

Item 2(d). TITLE OF CLASS OF SECURITIES
Common Stock, no par value

Item 2(e). CUSIP NUMBER
0001279141

Item 3. Not Applicable

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Item 4. OWNERSHIP

(a)	Total Amount Beneficially Owned:	3,699,788
(b)	Percent of Class:	25.5%
(c)	Number of shares as to which such person has:	
(i)	sole power to vote or to direct the vote	3,699,788
(ii)	shared power to vote or to direct the vote	-0-
(iii)	sole power to dispose or to direct the disposition of	3,699,788
(iv)	shared power to dispose or to direct the disposition of	-0-

Item 5. OWNERSHIP OF FIVE PERCENT LESS OF A CLASS
Not Applicable

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON
Not Applicable

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY
Not Applicable

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
Not Applicable

Item 9. NOTICE OF DISSOLUTION OF GROUP
Not Applicable

Item 10. CERTIFICATION
Not Applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 11, 1998

COFLEXIP

By: /s/Pierre Marie Valentin
Name: Pierre Marie Valentin
Title:Chairman of the Board

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