

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 NELSON S. JAMES			2. Issuer Name and Ticker or Trading Symbol Cal Dive International, Inc. "CDIS"		6. Relationship of Reporting Person to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (voluntary)		X Director 10% Owner	
3016 Amherst Street			4. Statement for Month/Year February 2001		X Officer (give title below) X Other (Specify below)	
(Street)			5. If Amendment, Date of Original (Month/Year)		Vice Chairman	
Houston	Texas	77005				
(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)
		Code V	Amount (A) or Price (D)			
CAL DIVE INTERNATIONAL, INC. COMMON STOCK	2/15/01	S -	20,000 D \$26.36	110,000	D	N/A
CAL DIVE INTERNATIONAL INC. COMMON STOCK	2/16/01	S -	30,000 D \$26.53	80,000	D	N/A

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly

/s/ S. JAMES NELSON

**Signature of Reporting Person
3/8/01

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 7811(a).

Note: File three copies of this Form, one of which must be manually signed if space provided is insufficient, see Instruction 6 for procedure.