

[] 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(s) to Issuer (Check all applicable)	
BECHER	ANDREW	C.	Cal Dive International, Inc. "CDIS"		Director	10% Owner
(Last)	(First)	(Middle)			X	Officer (give title below)
Cal Dive International			3. IRS or Social Security Number of Reporting Person (Voluntary)			Other (Specify below)
(Street)						Senior Vice President
400 N. Sam Houston Pkwy E. Suite 400						
Houston, Texas 77060						
(City)	(State)	(Zip)			5. If Amendment, Date of Original (Month/Year)	
					N/A	
					7. Individual or Joint/Group Filing (Check Applicable Line)	
					Form filed by One Reporting Person	
					Form filed by More than One Reporting Person	

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	3/13/02	S	-	5,000	D	25.15	5,000	I	See #1 & #2

#1 Owned by CMA Keystone Properties Limited Partnership of which Mr. Becher is a general partner.

#2 The filing of this statement shall not be deemed an admission that the undersigned is, for purposes of section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the owner of any equity securities covered by this statement.

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

