U.S. 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

			Number o	f Date	Ever-	Title a			Ownership	
1.	2.	3. 4	i. 5.		6.	7.	8.		10.	11.
			ired, Disposed options, conv			Owned				
FORM 4 (conti			= .		. 6 6					
						raye Z				
						Page 2				
		or indirect	lly.	or Type Re						
Reminder: Ren	ort on a se	parate line	for each class	of securit	ies benef	- icially				
Cal Dive Inte Inc. Common		11/26/99	S	2,500	D	35.25	20,000	D	N/A	
Security (Instr. 3)		Day/ Year)	Code V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	(I) (Instr. 4)	Ownership (Instr. 4)	
Title of		Trans- action Date (Month/	Trans- action Code (Instr. 8)	or Dispo (Instr.	es Acquir sed of (I 3, 4 and)) 5)	Securities Beneficially Owned at End of Month	ship Form: Direct (D) or Indirect	Nature of Indirect Beneficial	
1.			3.		4.		Amount of	Owner-		
		2.			4.		 5.	6.	7.	
			Acquired, Dispo	sed of, or	Beneficia	ally Owned				
	dent of Cor	•			·					
[] Direct	or er (give tit	le below)	[] 10% Ow [] Other	ner (specify be	elow)					
6. Relationsh (Check all	ip of Repor applicable		to Issuer							
5. If Amendme	nt, Date of	Original (M	Month/Year)							
November 1										
4. Statement	for Month/Y	'ear								
###-##-###		,	- F	(1320	- ,,					
		ll, Inc. "CDI 	.S" Reporting Pers	on (Volunta	ırv)					
2. Issuer Nam			-							
(City)		(State)	(Zip)							
Houston		TX	77089							
	(St	reet)								
	2115 Five	Iron Drive								
	•	rst)	(Middle)							
(Last)	(Fi									

Derivative

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or Disposed of (D) (Instr. 3,

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(A) (D)

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Price of

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and 4)

Title

Nature of

Beneficial

Ownership

(Instr. 4)

Indirect

Number of

Derivative

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Deriv-

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Direct

(I)

4)

(D) or Indirect

(Instr.

Security:

/s/ SCOTT T. NAUGHTON	1-10-00
** Signature of Reporting Person	Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 16 U.S.C. 78ff(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.