

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instructions 1(b).

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

1. Name and Address of Reporting Person

AMBROSE MICHAEL V.

(Last) (First) (Middle)

52 Crestwood Circle

(Street)

Sugarland, Texas 77478

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Cal Dive International, Inc. "CDIS"

3. IRS or Social Security Number of Reporting Person (Voluntary)

###-##-####

4. Statement for Month/Year

December 1999

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

- 10% Owner
- Director
- Officer (give title below)
- Other (specify below)

Vice President Major Projects

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.	2.	3.	4.			5.	6.	7.
Title of Security (Instr. 3)	Trans- action Date (Month/ Day/ Year)	Trans- action Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) or (D)	Price			
Cal Dive International Inc. Common Stock	12/10/99		2	D	37.312	0	-	-
CDIS	12/10/99		500	D	37.25	0	-	-
Cal Dive International Inc.	12/10/99		4000	D	37.00	0	-	-
Cal Dive International Inc.	12/10/99		3000	D	37.50	0	-	-

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

FORM 4 (continued)

TABLE II--Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g. puts, calls, warrants, options, convertible securities)

1.	2.	3.	4.	5.	6.	7.	8.	9.	10.	11.
			Number of	Date Exer-	Title and Amount of	Ownership Form of				

Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D)		Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)	Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A)	(D)	Date Exercisable	Expiration Date						Title
Option	\$20.5625	12/10/99	M	-	-	3,790	11/6/99	9/6/03	N/A	3,790	0	D	-
Option	\$20.5625	12/10/99	M	-	-	3,712	11/6/99	9/6/03	N/A	3,712	14,848	D	-

Explanation of Responses:

/s/ MICHAEL AMBROSE

1/6/00

 ** Signature of Reporting Person

 Date

** Intentional misstatements or omissions of facts constitute 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 provided is insufficient, see Instruction 6 for procedure.