

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 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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (voluntary)		4. Statement for Month/Year August 2002	
3016 Amherst Street					<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street)						
Houston	Texas	77005			5. If Amendment, Date of Original (Month/Year)	
(City)	(State)	(Zip)			Vice Chairman	

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Transac- tion Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Se- curities Benefi- cially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of In- direct Benefi- cial Owner- ship (Instr. 4)	
			Code	V	Amount				(A) or (D)
CAL DIVE INTERNATIONAL, INC. COMMON STOCK	8/2/02	P	V	10,000	(A)	16.60	90,000	D	N/A

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

**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 is
insufficient,

See
Instruction
6 for
procedure.