FORM 4 OMB APPROVAL

[] CHECK THIS BOX IF NO LONGER SUBJECT TO SECTION 16. FORM 4 OR FORM 5 OBLIGATIONS MAY CONTINUE. SEE INSTRUCTION 1(b).

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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 Re	sponses)											
1. Name and Address of Reporting Person* DUELL KENNETH							r Trading S nc. "CDIS"	ymbol 6.		ing Person(s) applicable) 10% Owner		
(Last) (First) (Middle) Cal Dive International, Inc. 400 N. Sam Houston Pkwy. E. Suite 400			Nu	ımber erson,	ntification of Report.	ing	4. Statemen Month/Ye MAY, 200	ar 0		cer (give X (title	Other (Specify below)	
Houston,	(Street) uston, Texas 77060			(volu	ntary)	!	5. If Amend Date of Month	ment, Original		below) ice President ss Developmen	:	
(City)	(State)	(Zip)							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-DERI	VATIVE S	ECURITIES A	CQUIRED, D	ISPOSED O	, OR BENEFIC	TALLY OWNED	
1. Title of Secu (Instr. 3)	rity	2. Trans- 3 action Date (Month/ Day/	. Transac tion Code (Instr.		Securities Acc or Disposed or (Instr. 3, 4 a		o) ` ´	curities cially C End of M	Benefi- wned at	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of In- direct Benefi- cial Owner-	
		Year)	Code	V	Amount	(A) or (D)	Price			(I) (Instr. 4)	ship (Instr. 4)	
Cal Dive Internat Common Stock	ional, Inc.	5/12/00	S		5,000	D	47.6563	36,00	0 	D	N/A	
Reminder: Report * If the form is								irectly or	indirect:		(Over) SEC 1474 (3-99)	

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTIONS OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (e.g., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

 Title of Derivative Security (Instr. 3) 	2. Conversion or Exercise Price of Derivative Security	action Date (Month/ Day/ Year)	ac Co	tion de				cisa - Expi Date O) (Mon Year	ble and ration th/Day/)	of Und Securi (Instr	erlying ties . 3 and 4)	i :	Price of Deriv- ative Secur- ity (Instr.	5)
			Cod	e V		(A) (D)	Date Exer- cisable	Date	Title	Amount or Number of Shares			
OPTION													N/A	
9. Number of 10 Derivative Securities Beneficially Owned at End of Month			11.		e or									
(Instr. 4)	(Instr. 4)													
36,000	D			N/A							-			
Explanation of Responses											-			

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of Reporting Person Date

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

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently $\frac{1}{2}$ valid OMB number.