

[] 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 to Issuer (Check all applicable)	
FERRON	MARTIN	R.	Cal Dive International, Inc. "CDIS"		X Director 10% Owner	
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)		4. Statement for Month/Year March 2002	
400 N. Sam Houston Pkwy E. Suite 400					X Officer (give title below)	
(Street)					Other (Specify below)	
Houston, Texas 77060					PRESIDENT & COO	
(City)	(State)	(Zip)				

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 (D) Price			
Cal Dive International, Inc. Common Stock	3/12/02	S	- 5,000 D \$24.7	41,394	I	See #1

#1 Owned by Uncle John Limited Partnership of which Mr. Ferron is a general partner.

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

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.