Filed by Cal Dive International, Inc.
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12 and Rule 14d-2(b)
of the Securities Exchange Act of 1934

Subject Company: Cal Dive International, Inc.
Commission File No.: 0-22739

The following documents are filed herewith pursuant to Rule 425 under the Securities Act of 1933:

Slide presentation to be distributed to attendees at various investor meetings to be held by Cal Dive International, Inc. in London beginning February 11, 2006.

Cal Dive International
London Roadshow
February 2006

I. Strategy

II. Marine Contracting Services

III. Production Facilities

IV. Oil & Gas Production

V. Financial Information

VI. Update on Acquisition of Remington Oil & Gas

Forward-Looking Statements

Certain statements made herein contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The words "expect," "will," "look forward to" and similar expressions are intended to identify forward-looking statements.

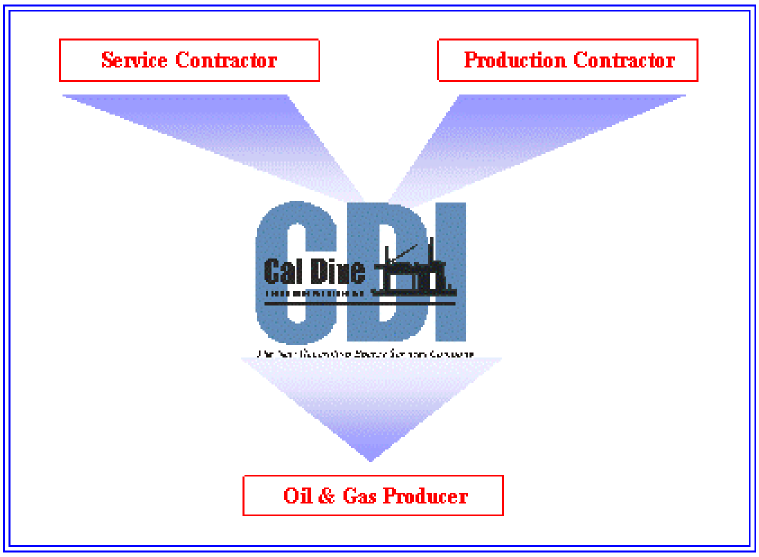
The expectations set forth in this filing regarding accretion, returns on invested capital, achievement of annual savings and synergies, achievement of strong cash flow, sufficiency of cash flow to fund capital expenditures, achievement of debt reduction targets and the proposed merger of Remington Oil and Gas Corporation into a wholly owned subsidiary of Cal Dive are only the parties' expectations regarding these matters. Actual results could differ materially from these expectations depending on factors such as the combined company's cost of capital, the ability of the combined company to identify and implement cost savings, synergies and efficiencies in the time frame needed to achieve these expectations, prior contractual commitments of the combined companies and their ability to terminate these commitments or amend, renegotiate or settle the same, the combined company's actual capital needs, the absence of any material incident of property damage or other hazard that could affect the need to effect capital expenditures, any unforeseen merger or acquisition opportunities that could affect capital needs, the costs incurred in implementing synergies and the factors that generally affect both Cal Dive's and Remington's respective businesses as further outlined in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in each of the companies' respective Annual Reports on Form 10-K for the year ended December 31, 2004. Actual actions that the combined company may take may differ from time to time as the combined company may deem necessary or advisable in the best interest of the combined company and its shareholders to attempt to achieve the successful integration of the companies, the synergies needed to make the transaction a financial success and to react to the economy and the combined company's market for its exploration and production.

Additional Information

Cal Dive and Remington will file a proxy statement/prospectus and other relevant documents concerning the proposed merger transaction with the Securities and Exchange Commission ("SEC"). Investors are urged to read the proxy statement/prospectus when it becomes available and any other relevant documents filed with the SEC because they will contain important information. You will be able to obtain the documents free of charge at the website maintained by the SEC at www.sec.gov. In addition, you may obtain documents filed with the SEC by Cal Dive free of charge by requesting them in writing from Cal Dive or by telephone at (281) 618-0400. You may obtain documents filed with the SEC by Remington free of charge by requesting them in writing from Remington or by telephone at (214) 210-2650. Cal Dive and Remington, and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies from the stockholders of Remington in connection with the merger. Information about the directors and executive officers of Cal Dive and their ownership of Cal Dive stock is set forth in the proxy statement for Cal Dive's 2005 Annual Meeting of Shareholders. Information about the directors and executive officers of Remington and their ownership of Remington stock is set forth in the proxy statement for Remington's 2005 Annual Meeting of Stockholders. Investors may obtain additional information regarding the interests of such participants by reading the proxy statement/prospectus when it becomes available.

Strategy

Cal Dive: A Full Cycle Energy Service Company

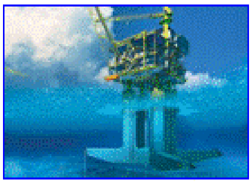


We provide Marine Contracting and Production Facility solutions to the energy market and specialize in the exploitation of marginal fields where we differentiate ourselves by taking oil and gas production as well as cash as payment for our services.

Differentiated Commercial Model

Marine Contracting

Services



Production Facilities

Assets

General Market

Marginal Fields

Cash

- ✓Lump Sum
- ✓DayRates
- ✓Demand Fees
- ✓Tariffs

Cash

Oil & Gas Production

- ✓Working Interest

Production Contracting Opportunities

Type	Features	Seller Attitude/Motivation
Mature Field	➢ Reservoir near end of decline curve ➢ Sub-optimum use of resources ➢ Abandonment looming ➢ Non core asset	➢ Avoidance of abandonment liability ➢ Re-allocation of resources to fresh projects ➢ Monetization
Deepwater ➢ Marginal	➢ Stranded from existing infrastructure ➢ Too small for consideration/allocation of resources ➢ Beneath investment hurdle level	➢ Avoidance of development risk ➢ Monetization and share in upside potential ➢ Allocation of resources and capital to larger projects

Key Services for Production Contracting

Type	Services
➢ Mature Field	➢ Brownfield asset management ✓ Well exploitation and maintenance ✓ Well and Facility Abandonment
Deepwater ➢ Marginal	➢ Deepwater reservoir assessment and management ➢ Drilling ➢ Development ✓ Pipelay and burial ✓ Hook up ✓ Floating facility ➢ Maintenance ✓ Well Intervention ➢ Abandonment ✓ Well P/A

Marine Contracting Services

Marine Contracting Services

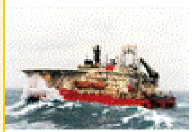
Data acquisition

Contract drilling

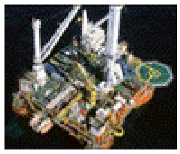
Completion

Infrastructure and installation

Production and well remediation



Decommissioning



	Data acquisition	Contract drilling	Completion	Infrastructure and installation	Production and well remediation	Decommissioning
Shelf				Pipeline Tie Ins Pipelay & Burial	IMR	Well P&A/ Salvage
Deep		Drilling	Completion (Slimbore Wells)	Pipeline & Burial Hook up Floating Facility	Well Intervention Field Operations	Well P&A/ Salvage

Exploration

Development

Marine Contracting: Near Term Goals

- Focus on services that provide best "niche" financial returns in broader market and add value for production contracting.
- Integrate Stolt and Torch acquisitions into existing operations and possibly complete sale (retaining a majority stake) of non-core Shelf Contracting business.

Shelf Market Consolidation – Much Increased Leverage to Hurricane Clean Up-Work

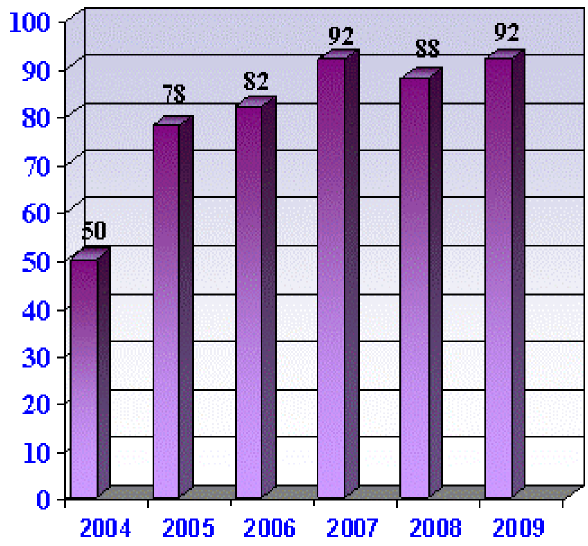
Asset Type	Cal Dive	Stolt	Torch	Total
Moored Pipelay	0	1	2	3
DP Sat Diving	4	1	0	5
Moored Sat Diving	2	1	0	3
Moored Surface Diving	4	3	2	9
Diving Utility Boats	5	2	1	8
Portable Sat Systems	1	1	0	2
	16	9	5	30

Acquired Assets that commenced work for Cal Dive in Q4/2005.

Shelf Market Consolidation – 1 + 1 + 1 = 4

- Three companies to be consolidated with significant (>$10m/year) savings in operations support and management overhead cost.
- 2006 estimates EBITDA to be in range $100 million - $125 million with hurricane clean-up work being a key driver.
- Newco will have substance/critical mass to make further market consolidation moves both in the Gulf of Mexico and internationally.

Marine Contracting – Subsea Tree Orders are a Key Leading Indicator

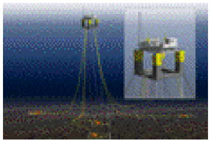
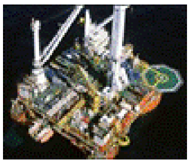


Each tree installation can generate:

- Pipelay and Pipe Burial
  - *Intrepid*
  - *Express*
  - *Caesar*
  - *Kestrel*
  - *Northern Canyon*
- Downhole Well Intervention
  - *Q4000*
  - *Seawell* (North Sea)
- Robotic Maintenance
  - Canyon ROVs (28 units)

Source: Quest Offshore Resources, Inc. (GOM only)

Strategic Advantage Of Commercial Model In The Deepwater

Drilling/Completion	Facility Solutions	Development	Maintenance	Abandonment
				

Key Assets

Q4000	Mobil Production Unit	*Intrepid* *Express* *Caesar* ROVs	*Q4000* *Seawell* ROVs	*Q4000* *Seawell*

Value Creating Methodologies

Slimbore Wells	Re-Deployment of Floater	Pipe Burial	Non Drill Rig Intervention

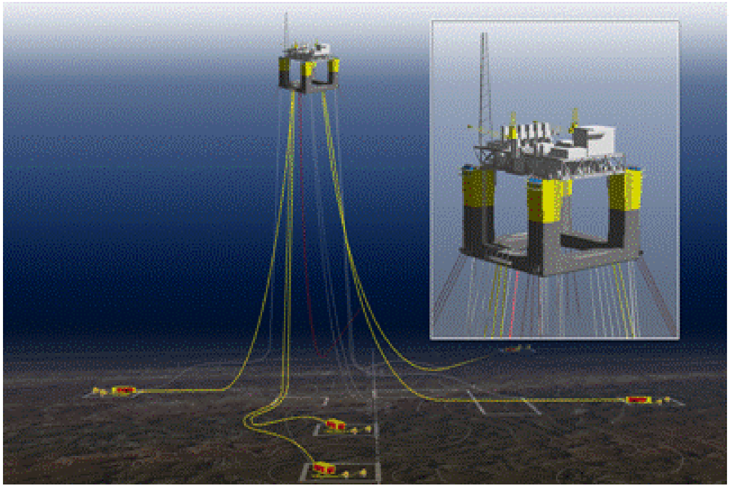
'Full cycle cost can be reduced by at least 20% compared to conventional approaches'

Q4000 Upgrade - Drilling Capability

- Addition Of Modular-Based Drilling System
- Hybrid Slimbore Technology
- Designed For Deepwater Exploration And Appraisal
- Scheduled Completion: Early 2007

Production Facilities

Production Facilities



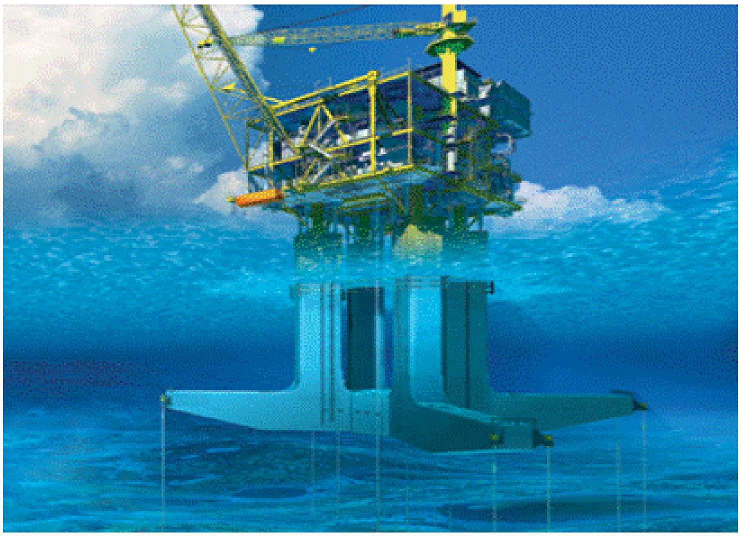
Strategy

- Transmission returns, Farm-in opportunities, Subsea tie backs

Near Term Goals

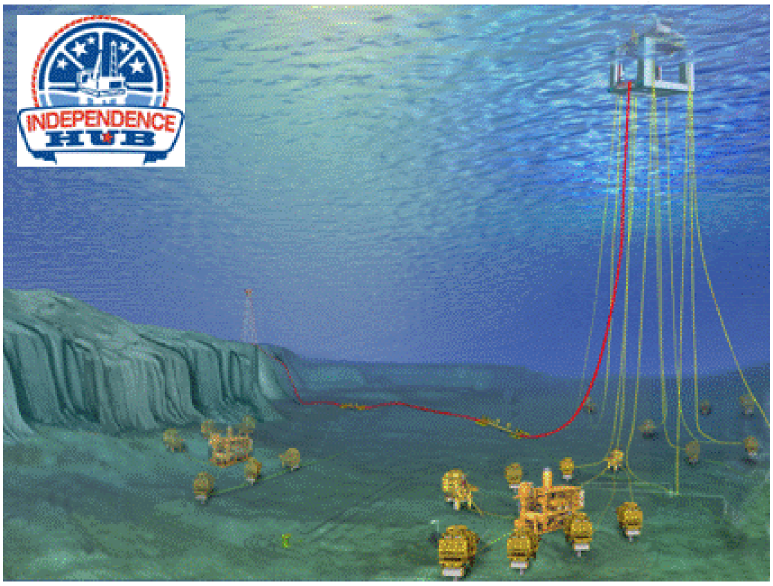
- Boost *Marco Polo* oil throughput to around 100,000 bbls/day by second half of 2006.
- Install *Independence Hub* and attain 'Mechanical Completion' by end of 2006.
- Close third production facility deal during 2006.

Production Facilities: *Marco Polo*



- Jointly owned (50%) with Enterprise P.P.
- TLP Capacity: 120,000 bbls/day and 300,000 mcf/day
- Commenced production in mid-2004 from *Marco Polo* reservoir.
- K2/K2 North and Genghis Khan fields should be brought on stream before mid-2006 boosting earnings in 2006 and beyond.

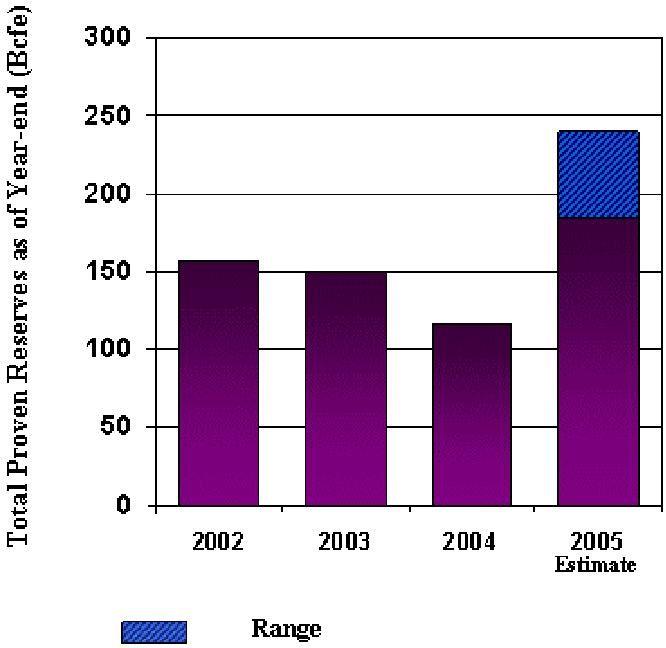
Production Facilities: *Independence Hub*



- Jointly owned (20%) with Enterprise P.P.
- Semi-submersible Capacity: increased to 1 bcf/day
- Project is in build phase and will be deployed in MC 920 (8,000 fsw)
- Mechanical completion expected in late 2006 with first production in early 2007
- We see good opportunities for both associated construction work and PUD acquisitions in the surrounding area

Oil and Gas Production

Oil and Gas Production: How we get paid



- Operator of 40 fields, 120 platforms and 500 wells
- 14 year history
- Focus on Production efficiency
- Well exploitation and enhancement
- Hedge commodity risk

Oil & Gas Production: 2005 Acquisitions

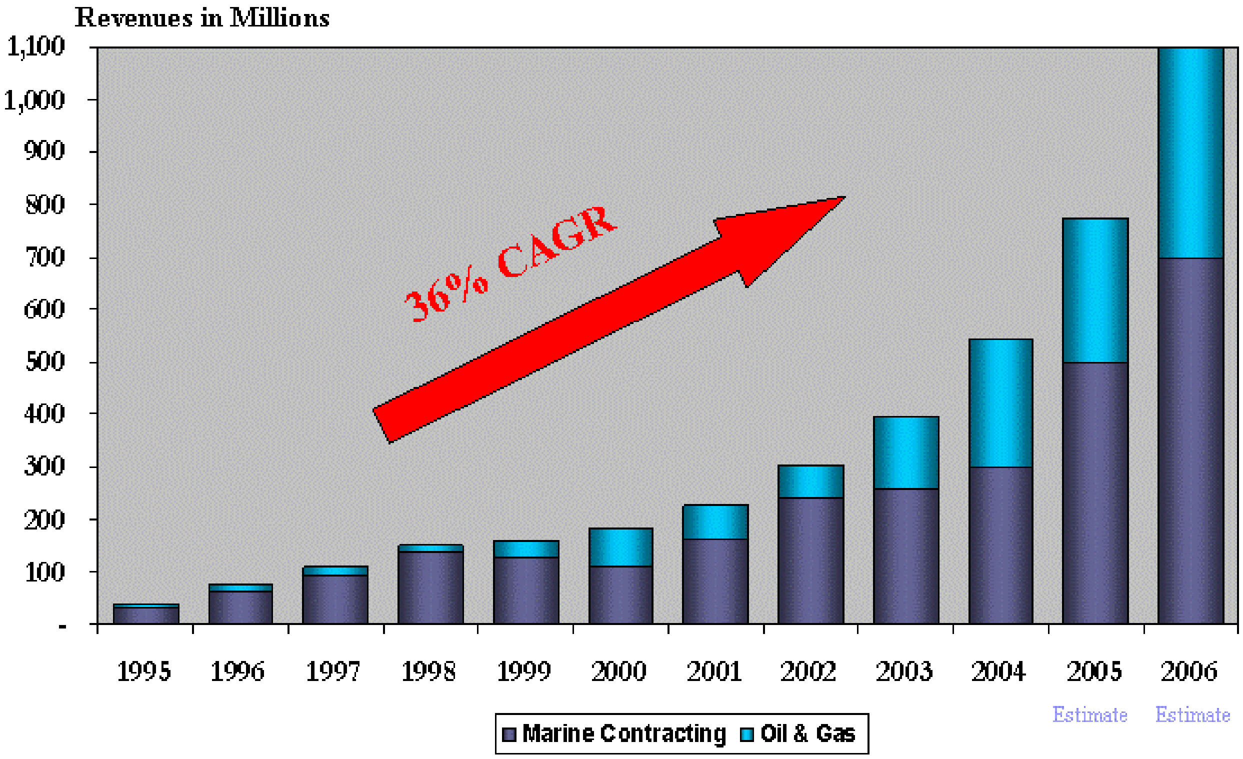
	Est. Acquisition & Development Costs	Est. Acquisition Reserves	Est. Marine Contracting Work	Est. First Production Timing
Development Property Acquisitions:	$350 M - $400 M	130 – 200 BcFe	$100 M - $130 M	
- Telemark (30%)				1Q 2008
- Devil's Island (50%)				1Q 2007
- Tulane (50%)				4Q 2006
- Bass Lite (22.5%)				1Q 2008
- Tiger (40%)				3Q 2006
Mature Property Acquisition:				
- Murphy Package	$196 M - $221 M	75 – 85 BcFe	$33 M - $45 M	June 10, 2005

Oil and Gas Production: Near Term Goals

- Increasing number of PUD opportunities as HUB facilities are deployed in Gulf of Mexico
- Opportunities for mature property deals possible as several independent E&P companies have divestment plans
- International areas opening up for our model e.g. North Sea
- Reserve enhancement on existing properties
- Participation in "High Probability" exploration prospects

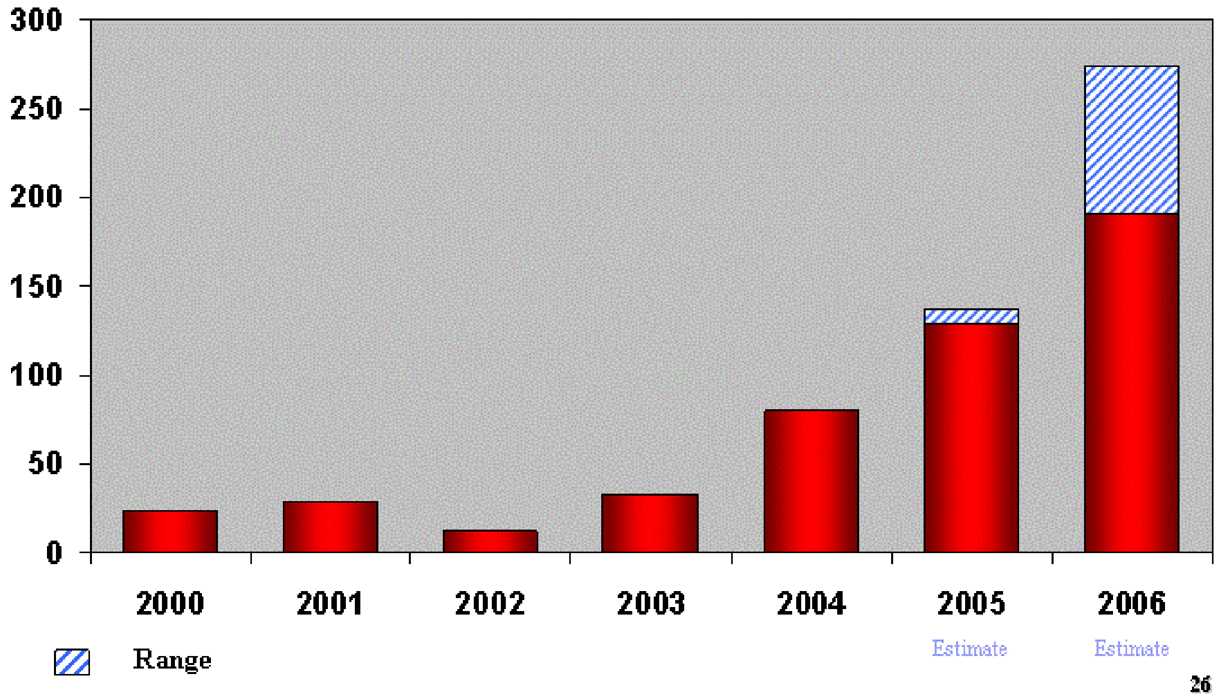
Financial Information

Consistent Top Line Growth

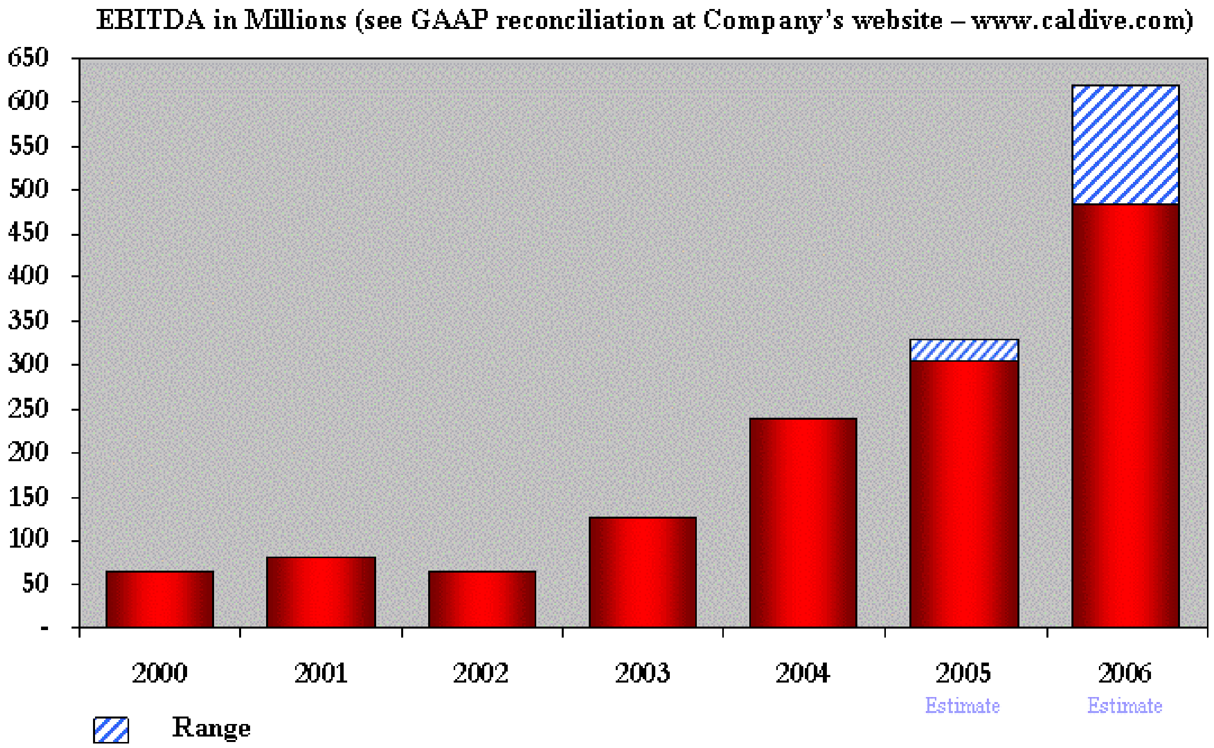


Bottom Line

Net Income in Millions

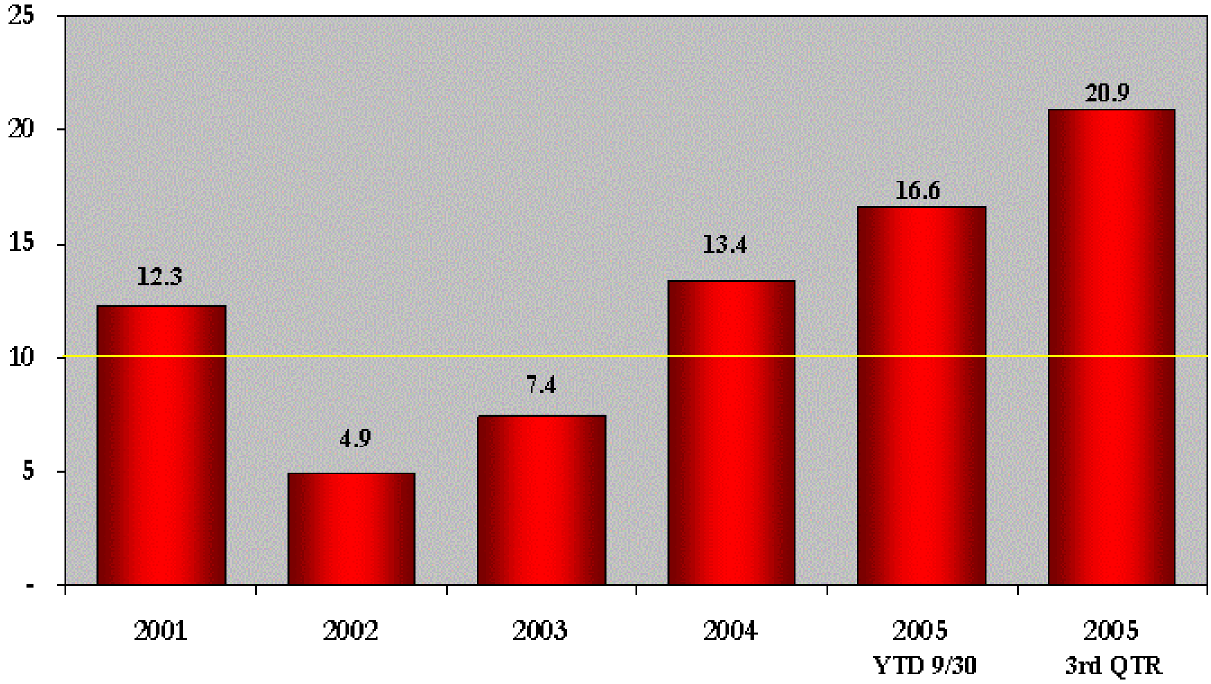


Significant Cash Generation

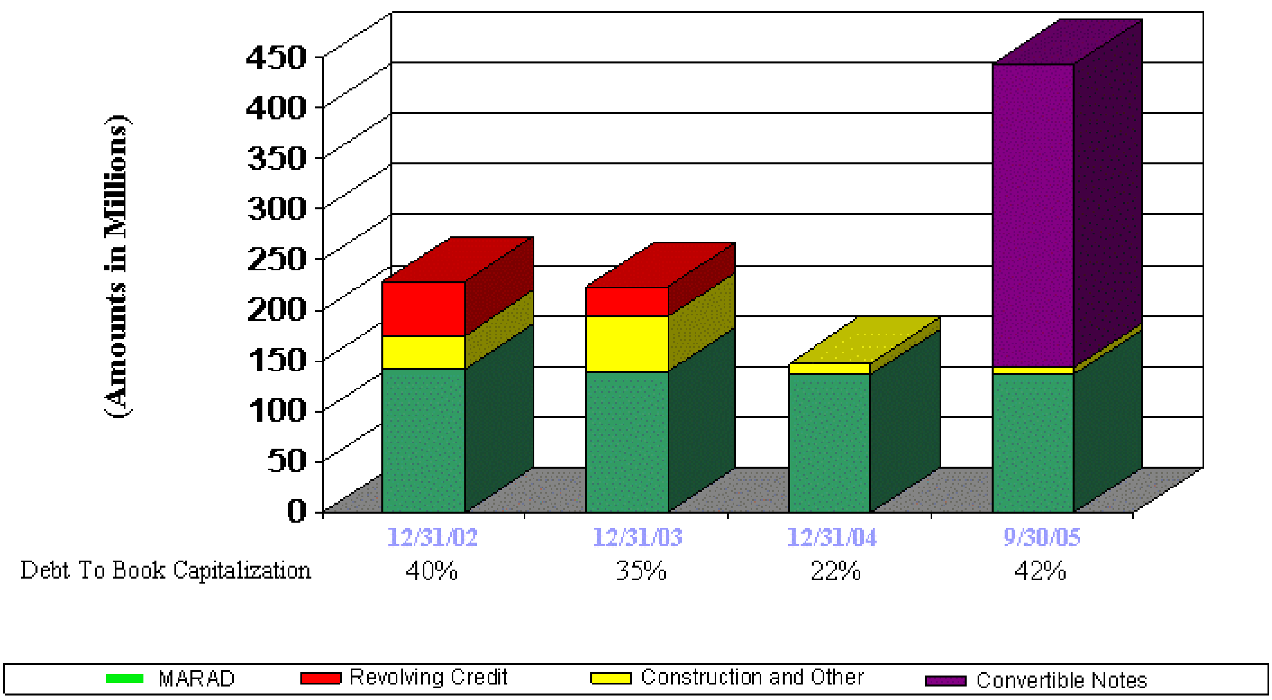


Return on Capital Invested

Percentage (see calculation at Company's website – www.caldive.com)



Long Term Debt



➢ Update on Acquisition of Remington Oil and Gas

- ✓ The next logical step in the evolution of Cal Dive’s unique production contracting based business model.

Transaction Overview

- $27.00 per share cash, 0.436 Cal Dive shares per Remington share.
  - $1.4 billion enterprise value based on 30.15 million Remington shares.
  - 58% cash / 42% stock.
  - Tax free reorganization.
  - Pro forma ownership: 86% Cal Dive, 14% Remington.
- Remington debt free with cash estimated to be $2 per share at closing.
- Conditions to closing.
  - Regulatory approval.
  - Remington stockholder approval.
  - Expected close in second quarter.
- Remington team key to going concern.
  - Retain all key management and operations personnel.
  - Maintain Dallas office.
  - Incentivized for future growth.

Strategic Rationale

The acquisition of Remington is the next logical step in the evolution of Cal Dive's unique production contracting based business model…

Strategic Rationale

- Access to both deepwater prospects **and** the means to exploit them.
  - Cal Dive operatorship.
  - Results in continuation of differentiated long-term earnings growth.
- REM's prospect generation based growth strategy is highly complementary to Cal Dive's production model.
- REM will build on existing portfolio of deepwater PUDs.
  - Create extra exploitation value through the deployment of CDIS assets for drilling, development, maintenance and abandonment.
  - Accelerates high impact, ready to drill inventory.
  - 4 Tcfe reserve potential (1 Tcfe risked).
  - 4x proved reserves on risked basis.
  - 100% working interest in all deepwater prospects.

Strategic Rationale

- Cal Dive can enhance financial results of key deepwater prospects by promoting partnership arrangements.
- Exploitation of REM's prospect inventory will provide increased backlog for Marine Contracting.
- Combined Shelf Production business has critical mass.
  - Operating synergies and purchasing leverage.
  - Utilize Remington seismic library across Cal Dive assets.
- Remington possesses a top flight technical team.
- The transaction is immediately accretive to earnings and cash flow.

Remington Prospect Portfolio

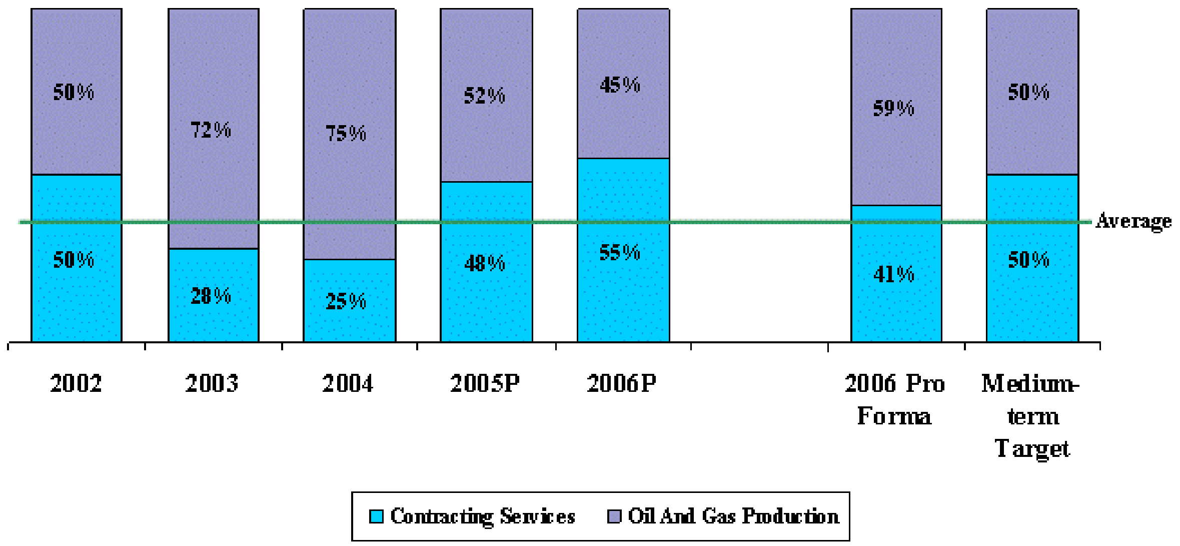
- Bottom-up reserve risk assessment based on historical success rates.
- 5-7 year drilling inventory.
- Targeting 30% fleet **utilization** with Remington/ERT activity.

	Number Of Prospects	Net Unrisked Potential (Bcfe)	Net Risked Potential (Bcfe)	Risked Pretax PV-10 Forward Curve ($MM)	Risked Pretax PV-10 $8.50 Gas / $55 Oil ($MM)
Low Risk Shelf (Ps > 50%)	44	165	109	$315	$248
Deep Shelf/Conventional High Risk	87	1,584	330	988	792
Deepwater	19	2,204	691	1,915[1]	1,449[1]
Total	150	3,954	1,130	$3,217	$2,488
Multiple Of Remington Proved Reserves		**14x**	**4x**		

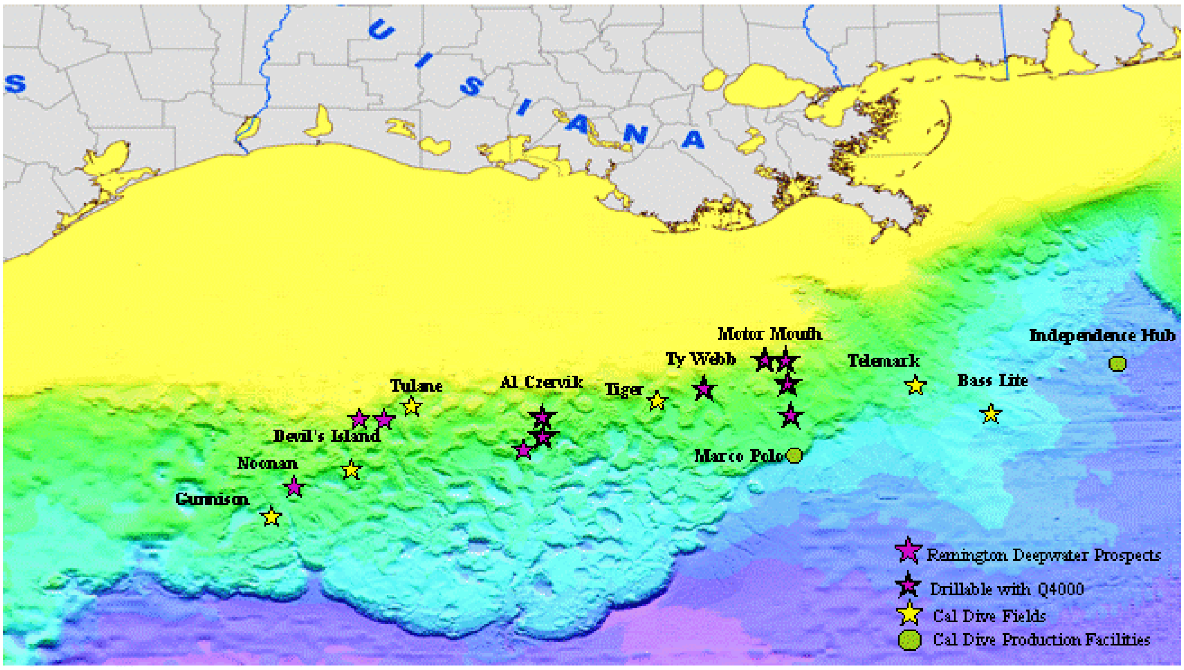
[1]: Over $1.0 Billion of life of field services involved.

Segment Operating Profit Mix

Gross Profit (& Equity in Earnings)
Contribution By Segment



Combined Deepwater Portfolio



Remington Deepwater Inventory

- All Prospects: 100% Operated, 100% Working Interest
- Noonan
  - 45-65 MMboe potential
  - Transocean Amirante under contract
    - Q3 2006 exploration well
    - $102,500 dayrate (1/3 of current spot dayrate)
    - Option for second well at $135,000 per day
- High quality inventory enables mitigation of exploration risk through utilization of partners on a promoted basis

2006 Earnings / Cash Flow Accretion[1]

- The acquisition is expected to be 8% accretive to 2006P consensus earnings and 37% accretive to 2006P cash flow.

	Cal Dive	Remington[2]/ Adjustment	Combined
Revenue	$1,138	$ 415	$1,554
EBITDA[3]	530	339	869
EBITDA Margin[3]	*47%*	*82%*	*56%*
Net Income	237	61	299
EPS	$ 2.84		$ 3.07
Accretion/(Dilution)			8%
CFPS[3]	5.86		8.02
Accretion/(Dilution)			37%

[1] Presented on basis that transaction closed on January 1, 2006.
[2] Based on $8.50 natural gas/$55 oil and 128 MMcfed production.
[3] See GAAP reconciliation at Company's website – www.caldive.com.

2007 Earnings / Cash Flow Accretion

- The acquisition is expected to be 15% accretive to 2007P consensus earnings and 39% accretive to 2007P cash flow.

	Cal Dive[3]	Remington/ Adjustment[1]	Combined
Revenue	$1,426	$ 555	$1,981
EBITDA[2]	690	467	1,157
EBITDA Margin[2]	*48%*	*84%*	*58%*
Net Income	283	96	379
EPS	$ 3.38		$ 3.89
Accretion/(Dilution)			15%
CFPS[2]	7.58		10.55
Accretion/(Dilution)			39%

[1] Based on $8.50 natural gas/$55 oil and 175 MMcfed production.
[2] See GAAP reconciliation at Company's website – www.caldive.com.
[3] First Call Consensus estimate.

Pro Forma Condensed Balance Sheet (9/30/2005)

(Dollar amounts in millions)

	Cal Dive	Adjustment	Combined
Current Assets	$ 369	$113	$ 482
Long-term Assets	1,191	1,842	3,033
Total Assets	$1,560	$1,955	$3,515
Current Liabilities	$ 191	$ 76	$ 267
Total Debt	443	813	1,256
Other Liabilities	307	484	791
Shareholders' Equity	619	582	1,201
Total Liability And Shareholders' Equity	$1,560	$1,955	$3,515
Debt / Book Capitalization[1]	42%		51%
Debt / Equity Market Capitalization[2]	12%		29%

[1] Defined as Total Debt divided by Total Debt plus Shareholders' Equity.

[2] See GAAP reconciliation at Company's website – www.caldive.com

Pro Forma Debt Summary

- Pro forma interest coverage of 7.1x[2] on TTM EBITDA.
- Projected Pro Forma 2006 Debt Service Coverage of 9.6x[2]

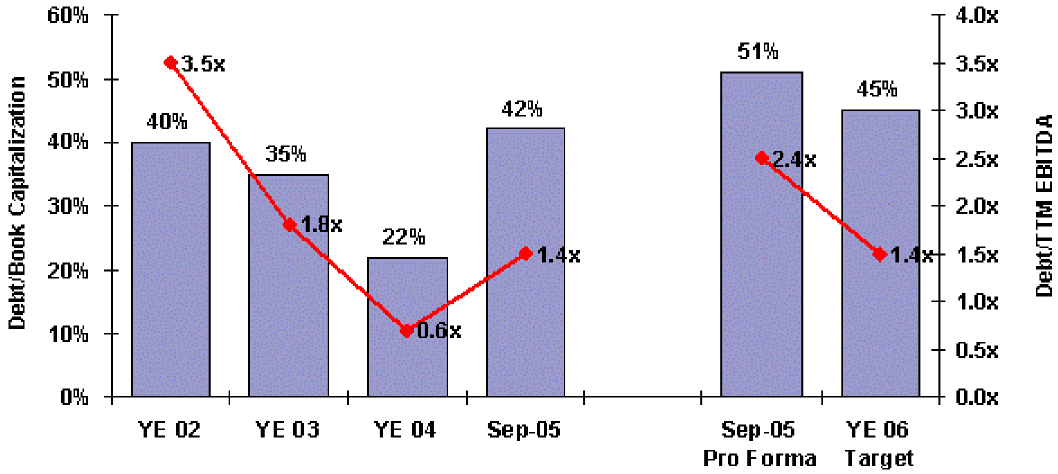
	Pro Forma 9/30/05	Interest Rate
	($MM)	
Senior Secured[1]	$ 813	7.00%
Convertible Senior Notes	300	3.25
MARAD	135	4.81
Capital Leases	8	N/A
Total	$1,256	5.82%

Annual Pro Forma Interest Expense: $73 Million

[1] Floating rate, seven-year term, 1% amortization.
[2] See GAAP reconciliation at Company's website – www.caldive.com.

Historical Debt Ratios[1]

- Debt amortization through free cash flow and possible sale of minority stake in the non-core shelf contracting business and other assets.



[1] See GAAP reconciliation at Company's website –www.caldive.com.

Cal Dive Existing Hedges: As Of December 31, 2005

- Opportunistically hedge up to 50% of production.

Production Period	Instrument Type	Average Monthly Volumes	Weighted Average Price
Crude Oil			
January - December 2006	Collars	125 MBbl	$44.00 - $70.48
January - December 2007	Collars	50 MBbl	40.00 - 62.15
Natural Gas			
January - December 2006	Collars	718,750 MMBtu	$ 8.16 - $14.40