

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP AND SECURITIES

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

<p>1. Name and Address of Reporting Person</p> <p>David Kennedy</p> <p>(Last) (First) (Middle)</p> <p>First Reserve Corporation 475 Steamboat Road</p> <p>(Street)</p> <p>Greenwich, CT 06830</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p>6/27/97</p> <p>3. IRS or Social Security Number of Reporting Person (Voluntary)</p>	<p>4. Issuer Name and Ticket or Trading Symbol NASDAQ</p> <p>Cal Dive International, Inc. - "CDIS"</p> <p>5. Relationship of Reporting Person to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Other (give title below) <input type="checkbox"/> Other (specify below)</p>	<p>6. If Amendment, Date of Original (Month/Day/Year)</p> <p>N/A</p> <p>7. Individual or Joint /Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
---	---	---	---

Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	-0-		

Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
N/A							

Explanation of Responses:

**Signature of Reporting Person

Date

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