FORM 4

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

U.S. 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

<ol> <li>Name and Address of Reporting Person KRATZ OWEN</li> </ol>			3 ·, · · · · · · · · · · · · · · · · · ·							hip of Reporting Person (Check all applicable) ector X 10% Owner	
(Last) (First) (Middle) Cal Dive International, Inc. 400 N. Sam Houston Pkwy. E. Suite 400  (Street) Houston, Texas 77060		1	Number	Social Se of Report (Volunta	ting ary)		Statement Month/Yea August 20	r 01	X Officer		ther (Specify below)
							If Amendment, Date of Original (Month/Year)		Ch	nairman & CEO	
(City) (State)	(Zip)						(MOTICIT/	,			
		TABI	 E I -	 - NON-DERI	VATIVE	SEC	 URITIES AC	QUIRED, D	ISPOSED OF,	OR BENEFICIAL	LLY OWNED
1. Title of Security 2. (Instr. 3)	Trans- 3. action Date (Month/ Day/ Year)	Transac- 4. tion Code (Instr. 8)		Securities Acquor Disposed of (Instr. 3, 4 and		(D)		Amount o curities cially 0 End of M (Instr.	Benefi- wned at lonth	Owner- 7. ship Form: Direct (D) or Indirect	7. Nature of In- direct Benefi- cial Owner-
		Code	V	Amount	(A) or (D)		Price			(I) (Instr. 4)	ship (Instr. 4)
Cal Dive International, Inc Common Stock	8/6/01	P	-	15,000	A	:	17.01 	2,703,95	8	D	N/a
Reminder: Report on a separate K 0124730.02	line for each	class	of se	curities b	enefici	all	y owned di	rectly or	indirectly.		(Over) ype Responses

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2
   FORM 4
 (CONTINUED)
 TABLE II -
 DERIVATIVE
 SECURITIES
 ACQUIRED,
DISPOSED OF,
      0R
BENEFICIALLY
OWNED (e.g.,
PUTS, CALLS,
 WARRANTS,
  OPTIONS,
CONVERTIBLE
SECURITIES)
- ------
 -- 1. Title
      of
 Derivative
 2. Conver-
3. Trans- 4.
Trans- 5.
Number of 6.
 Date Exer-
7. Title and
  Amount 8.
    Price
  Security
   sion or
   action
   action
 Derivative
cisable and
     of
 Underlying
 of (Instr.
3) Exercise
 Date Code
 Securities
     Ac-
 Expiration
 Securities
Deriv- Price
 of (Month/
 (Instr. 8)
quired (A)
or Date
(Instr. 3
and 4) ative
Deriv- Day/
Disposed of
(D)
(Month/Day/
Secur- ative
    Year)
(Instr. 3,
4, Year) ity
Security and
5) (Instr. 5) -----
_____
-----
   -- Date
   Expira-
Amount or --
-----
Exer- tion
Title Number
of Code V
(A) (D)
cisable Date
Shares - ---
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----------\_\_\_\_\_ \_\_\_\_\_ ---------------------- - -----\_\_\_\_\_ ----------9. Number of 10. Ownership 11. Nature of Derivative Form of Indirect Securities Derivative Beneficial Beneficially Security: Ownership Owned at End Direct (D) (Instr. 4) of Month or Indirect (I)
(Instr. 4)
(Instr. 4) ----------

-----\_\_\_\_\_ Explanation of Responses: /s/ OWEN KRATZ 8-20-01 --------------\*\*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 provided is insufficient, see Instruction 6 for

procedure. 0124730.02