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

1. Name a	nd Address of Repor	2. Is	2. Issuer Name and Ticker or Trading Symbol 6. Relationship of Reporting Person(s)												
FERRON MARTIN R.				Cal Dive International, Inc. "CDÍS"								to Issuer X Direc		applicable) 10% Owner	
(Last)	(First)	(Middle)	IRS or Social Security Number				4.	Statement 1 Month/Year						-	
30 CHAMPIONS BEND				of Reporting Person - (Voluntary)				September, 2001			X Offic	title		r (Specify below)	
HOUSTON	(Street) TEXAS	77069	- (V	otunt	ary)		5.	If Amendm Date of O		Original		PR	below) ESIDENT & C	00	
(City)	(State)	(Zip)						(Month/Ye		ear)					
			TABLE	I	NON-DER	 IVATIVE	SEC	JRITIES	S AC	UIRED,	DI	SPOSED OF	, OR BENEFI	CIALL	Y OWNED
1. Title (of Security 3)	action Date (Month/	Transac tion Code (Instr.		Securiti or Dispo (Instr.	osed of	(D)		5.	curitie cially End of	es Ow Mo	Benefi- ned at	. Owner- ship Form: Direct (D) or Indirect	7.	Nature of In- direct Benefi- cial
		Day/ Year)	Code	V	Amount	(A) o (D)	r	Price					(I) (Instr. 4)	Owner- ship (Instr. 4)
Cal Dive I	International, Inc. tock	9/12/01	Р	-	5,000	Α		16.00					I		See #1
		9/18/01	M	-	20,000	A		6.50		46,	, 39	4	I		See #1
#1 Owned by	/ Uncle John Limite	d Partnership o	f which	the g	eneral pa	artner	is a	n enti	ty Mi	. Ferro	on	controls.			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Responses)

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FORM 4
 (CONTINUED)
TABLE II --
 DERIVATIVE
 SECURITIES
  ACQUIRED,
DISPOSED OF,
      OR
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 -----
Option* 6.50
9/18/01 G -
   - 20,000
```

9/10/01 9/10/03 Common 20,000 -Stock --------------------_____ --------------------Option 6.50 9/18/01 G -20,000 -9/10/01 9/10/03 Common 20,000 -Stock ------------------------------_____ Option 6.50 9/18/01 M -20,000 9/10/01 9/10/03 Common 20,000 -Stock ---------------..... -----------------------------------Gift of Option covering 20,000 shares of Cal Dive International common stock by Mr. Ferron to the Uncle John Limited Partnership of which the general partner is an entity he controls ------------------

-----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) ----------------92,000 D See #1, Table 1 -------------------- I See #2, Table 2 -------------------------------- - I See #2, Table 2 ---------------

----------Explanation of Responses: #2 The filing of this statement shall not be deemed an ${\it admission}$ that the undersigned is, for purposes of section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the owner of any equity securities covered by this statement. /s/ MARTIN R. FERRON 10/01/01 **Intentional ${\tt misstatements}$ or omissions constitute Federal Criminal Violations. -------------- 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 provided is insufficient, see Instruction 6 for procedure.