

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 and Address of Reporting Person

Nelson S. James

(Last) (First) (Middle)

3016 Amherst St.

(Street)

Houston TX 77005-3008

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CAL DIVE INTERNATIONAL

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

8/1999

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

10% Owner
 Director
 Officer (give title below)
 Other (specify below)

Chief Financial Officer

TABLE I--Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	2.	3.	4.			5.	6.	7.
Title of Security (Instr. 3)	Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Beneficial Ownership (Instr. 4)
			Amount	(A) or (D)	Price			
CAL DIVE COMMON	8/9/99	S	20,550	D	34 3/8	1,022,575	D	--
CAL DIVE COMMON	8/10/99	S	16,600	D	34 5/16	1,005,975	D	--
CAL DIVE COMMON	8/13/99	S	5,975	D	34.00	100,000	D	--

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

FORM 4 (continued)

TABLE II--Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g. puts, calls, warrants, options, convertible securities)

1.	2.	3.	4.	5.	6.	7.	8.	9.	10.	11.
Title of Derivative	Conversion or Exercise Price of Deriv-	Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security	Number of Derivative Securities Beneficially Owned at End of	Ownership Form of Derivative Security: Direct (D) or Indirect (I)	Nature of Beneficial
					Date Exer-	Amount or Num-	Security	End of	(I)	Indirect Beneficial

Security (Instr. 3)	ative Security	Day/ Year)	----- Code V	----- (A) (D)	cis- able	ation Date	Title	ber of Shares	(Instr. 5)	Month (Instr. 4)	(Instr. 4)	Ownership (Instr. 4)
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Explanation of Responses:

----- /s/ S. JAMES NELSON -----	----- 8/9/99 -----
** 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).