

UNITED STATES 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

(Print or Type Responses)

1. Name and Address of Reporting Person PURSELL WADE			2. Issuer Name and Ticker or Trading Symbol Cal Dive International, Inc. "CDIS"		6. Relationship of Reporting Person to Issuer (Check all applicable) Director 10% Owner	
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)		4. Statement for Month/Year Feb. '01	
Cal Dive International, Inc. 400 N. Sam Houston Pkwy. E., Suite 400			###-##-####		X Officer (give title below) Other (Specify below)	
(Street)		(Zip)	5. If Amendment, Date of Original (Month/Year)		Senior Vice President	
Houston,	Texas	77060				
(City)	(State)	(Zip)				

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V Amount (A) or (D) Price			
Cal Dive International Common Stock	2/15/01	5	-- 14,000 D \$26.25	3,500	D	--

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

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED  
(e.g., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date			
Option	4.75	2/15/01	M	--	--	14,000	5/00	5/02	Common Stock	14,000	4.75
Option	18.0625	2/18/00	A	--	--	12,000	2/18/01	2/18/05	Common Stock	12,000	18.0625
Option	18.00	3/1/00	A	--	--	12,000	3/01/01	3/01/03	Common Stock	12,000	18.00
Option	19.625	11/30/00	A	--	--	30,000	11/30/01	11/30/11	Common Stock	30,000	19.625
Option	26.75	2/15/01	A	--	--	10,000	2/15/02	2/15/12	Common Stock	10,000	26.75

9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
28,000	D	N/A
40,000	D	N/A
52,000	D	N/A
82,000	D	N/A
92,000	D	N/A

Explanation of Responses:

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ WADE PURSELL 3/12/01  
\*\*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.