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

(Print or Type	Responses)												
1. Name and Ac	Idress of Repo	orting Person				r Trading Sy INC. "CDIS"	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
(Last)	(First)	(Middle)	- 3. IRS or Social Secur Number of Reporting Person (Voluntary)			4. Stateme Month/Yea JAN 2001	ar		r (give title	Other (Specify			
Amberst Mews, 6	37 Dickenson F	Road 				5. If Amer	dment.		below)				
	(Street)					Date of (Original	-					
Baskingridge	Baskingridge NJ 07920					(MOTICITY TO	zai j	7. Individual					
(City)	(State)	(Zip)	-					Form f Per Form f	licable Lir filed by One son filed by Mor orting Pers	e Reporting Te than One			
			TABLE I	NON-DERI	VATIVE S	ECURITIES AC	CQUIRED,	DISPOSED OF,	OR BENEFIC	CIALLY OWNED			
1. Title of Security (Instr. 3)		action Date	Transac- 4. tion Code (Instr. 8)	Securities Acc or Disposed of (Instr. 3, 4 a		D)	curiti cially End of	of Se- 6. es Benefi- Owned at Month . 3 and 4)	Owner- ship Form: Direct (D) or Indirect	7. Nature of In- direct Benefi- cial Owner-			
		Year)	Code V	Amount	(A) or (D)	Price			(I) (Instr. 4)	ship (Instr. 4)			
Cal Dive Interr Inc. Common Sto		01/03/01	S	4,500	D	25.5694	75,	500	D				
Cal Dive Interr Inc. Common Sto		01/05/01	S	5,500	D	24.125	70,	000	D				

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

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 Security (Instr. 3)	e 2	2. Conversion or Exercise Price of Derivative Security	3.	Trans- action Date (Month/ Day/ Year)		action Code		Deri Secu quir Disp (Ins	Number of Derivative Securities A quired (A) of Disposed of (Instr. 3, 4 and 5)		cisable and Expiration Date (Month/Day/ Year)		Title and Amount of Underlying Securities (Instr. 3 and 4)		Price of Deriv- ative Secur- ity (Instr. 5)
							code V		(A)	(D)		Date Exer- cisable	Date	Title	Amount or Number of Shares	
-	CS		22.00		1/23/01		Α -		Α				1/23/06	CS	44,000	 22.00
-														 		
-																
-														 		
-														 		
9.	Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)		Ownership Form of Derivative Security: Direct (D) or Indirect (Instr. 4)	(I)	11	I. Natur Indir Bener Owner (Inst	rect fici rshi	al p							
-	70,000		D													
-														 		
-														 		
-														 		
Ex	planation of Respons	ses:														

**Intentional misstatements or omissions of facts 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 is insufficient, see Instruction 6 for procedure.