

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instructions 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 and Address of Reporting Person

Ahalt                      Gordon                      F.  
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(Last)                      (First)                      (Middle)  
  
Amherst Mews, 67 Dickinson Rd.  
-----  
(Street)  
  
Basking Ridge              NJ                      07920  
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(City)                      (State)                      (Zip)

2. Issuer Name and Ticker or Trading Symbol

Cal Dive International, Inc. "CDIS"

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

###-##-####

4. Statement for Month/Year

JAN 2000

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

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

- [ ] 10% Owner
- [X] Director
- [ ] Officer (give title below)
- [ ] Other (specify below)

7. Individual or Joint Group Filing (check applicable line)

- [X] Form filed by one reporting person
- [ ] Form Filed by more than one reporting person

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

1.	2.	3.	4.			5.	6.	7.
Title of Security (Instr. 3)	Trans- action Date (Month/ Day/ Year)	Trans- action 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)	Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) or (D)	Price			
Cal Dive International, Inc. Common Stock	2-18-00	S -	12,000	D	36.4573	--	D	N/A
Cal Dive International, Inc. Common Stock	2-23-00	S -	1,000	D	38.2500	19,000		

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.
Conversion or	Trans-	Trans-	Trans-	Number of Derivative Securities Acquired (A) or Disposed	Date Exer- cisable and Expiration Date (Month/ Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Deriv-	Number of Derivative Securities Benefi-	Ownership Form of Deriv- ative Security: Direct	
									Direct	Indirect

Title of Derivative Security (Instr. 3)	Exercise Price of Derivative Security	action Date (Month/Day/Year)	Code (Instr. 8)	of (D) (Instr. 3, 4 and 5)	-----	Date Exercisable	Expir-ation Date	Title	Amount or Number of Shares	Secur-ity (Instr. 5)	cially Owned at End of Month (Instr. 4)	(D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)	
Option Purchase	4.50	2-18-00	M	-	-	12,000	11-12-99	11-15-00	N/A	12,000	\$36.4573	10,000	D	N/A

Explanation of Responses:

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/s/ GORDON F. AHALT

2-28-00

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\*\* Signature of Reporting Person

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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.