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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

## FORM 4

## 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(h) of the Investment Company Act of 1940

O Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

Name and Address of Reporting Person* (Last, First, Middle)	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)				
CONNOR, III, JAMES L.		CAL DIVE INTERNATIONAL, INC. "CDIS"						
400 N. SAM HOUSTON PKWY., E. SUITE 400	4. Statement for (Month/Day/Year)  DECEMBER 6, 2002			If Amendment, Date of Original (Month/Day/Year)				
(Street)	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)				
HOUSTON, TX 77060		O Director O 10% Owner		O Form filed by One Reporting Person				
(City) (State) (Zip)		☑ Officer ( <i>give title below</i> )		O Form filed by More than One Reporting Person				
		O Other (specify below)						
		SENIOR VICE PRESIDENT, GENERAL COUNSEL AND CORPORATE SECRETARY						
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Title of Security 2. (Instr. 3)	Transaction Date (Month/Day/Year)	saction Date th/Day/Year)  2a. Deemed Execution Date, if any. (Month/Day/Year)			3. Transaction Code (Instr. 8)			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownershi (Instr. 4)
				Code	$\mathbf{v}$		Amount	(A) or (D)	Price						
Cal Dive International, Inc. Common Stock	12/06/02			M			1,667	A	21.875						
Cal Dive International, Inc. Common Stock	12/06/02			s			1,667	D	25.00		1,199.04 **		D		
						Pag	ge 2								

## 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)	rity Price of Derivative			Transaction Date (Month/Day/Year)	3a.	Deemed Execution Date, if any (Month/Day/Year)	4.	Transaction Code (Instr. 8)	5.	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
									Code V		(A)	(D)	
	OPTION		21.875		12/06/02				M			1,667	
						Pa	ge 3						

	Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued (e.g., puts, calls, warrants, options, convertible securities)												
6.	Date Exercisable and 7. Expiration Date (Month/Day/Year)		7.	Title and Amor of Underlying (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)	
	Date Exercisable	Expiration Date		Title	Amount or Number of Shares								
	4/03/02 (1)	4/23/11		Cal Dive International, Inc. Common Stock	1,667	-0-		3,333		D			
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_													
Ex	planation of	Responses	:										
						ion that the und covered by this		ned is, for purposes of section 10 ment.	6 of the	e Securities Exchange Ad	ct of 19	34, as	
(1)	Generally ex	ercisable ir	n ann	ıual installmer	nts of 1,666 s	hares commend	cing A	pril 3, 2002 with the final instal	llment	exercisable on 4/3/11.			
**	Includes shar	es held in I	Empl	oyee Stock Pi	urchase Plan	and 401(k) Ret	tireme	nt Plan.					
				/S/ JAME	S LEWIS CO	ONNOR, III		12/06	/02				
				**Signat	ure of Repor	ting Person		Dat	e				
			_										

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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