

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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<br>FERRON MARTIN R.<br>(Last) (First) (Middle)<br>30 CHAMPIONS BEND<br>(Street)<br>HOUSTON TEXAS 77069<br>(City) (State) (Zip) |  |  | 2. Date of Event Requiring Statement (Month/Day/Year)<br>8/10/1998 |  | 4. Issuer Name and Ticker or Trading Symbol<br>CDIS |  | 5. Relationship of Reporting Person to Issuer (Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>EXECUTIVE VICE PRESIDENT |  | 6. If Amendment, Date of Original (Month/Day/Year) |  | 7. Individual or Joint Group Filing (Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |
|--|--|--|--|--|---|--|---|--|--|--|---|--|

Table I -- Non-Derivative Securities Beneficially Owned

| 1. Title of Security                | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-------------------------------------|---|--|---|
| CAL DIVE INTERNATIONAL INC (COMMON) | 1,150   | (D)  |   |
|                                     |   |  |   |
|                                     |   |  |   |
|                                     |   |  |   |
|                                     |   |  |   |
|                                     |   |  |   |

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

FORM 3 (Continued)

Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
|  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |   |   |
| OPTION -- CDIS COMMON                      | VARIOUS  | 1/02/02         | COMMON STOCK  | 25,000                     | 23.25  | (D)   |   |
|  |  |                 |   |                            |  |   |   |
|  |  |                 |   |                            |  |   |   |
|  |  |                 |   |                            |  |   |   |
|  |  |                 |   |                            |  |   |   |
|  |  |                 |   |                            |  |   |   |

Explanation of Responses:

/s/ M. R. FERRON

8/12/98

\*\*Signature of Reporting Person

Date

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.