

FORM 4

[ ] CHECK THIS BOX IF NO LONGER SUBJECT TO SECTION 16. FORM 4 OR FORM 5 OBLIGATIONS MAY CONTINUE. SEE INSTRUCTION 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: FERRON MARTIN R. 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: September, 2001 5. If Amendment, Date of Original (Month/Year) 6. Relationship of Reporting Person(s) to Issuer (Check all applicable): X Director 10% Owner X Officer (give title below) Other (Specify below) PRESIDENT & COO

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

Table with 7 columns: 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) - Amount (A) or Price (D), 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). Rows include Cal Dive International, Inc. Common Stock with transactions on 9/12/01 and 9/18/01.

#1 Owned by Uncle John Limited Partnership of which the general partner is an entity Mr. Ferron controls.

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)

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1. Title of  
Derivative  
2. Conver-  
3. Trans- 4.  
Trans- 5.  
Number of 6.  
Date Exer-  
7. Title and  
Amount 8.  
Price  
Security  
sion or  
action  
action  
Derivative  
cisable and  
of  
Underlying  
of (Instr.  
3) Exercise  
Date Code  
Securities  
Ac-  
Expiration  
Securities  
Deriv- Price  
of (Month/  
(Instr. 8)  
quired (A)  
or Date  
(Instr. 3  
and 4) ative  
Deriv- Day/  
Disposed of  
(D)  
(Month/Day/  
Secur- ative  
Year)  
(Instr. 3,  
4, Year) ity  
Security and  
5) (Instr.

5) -----  
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-- Date  
Expira-  
Amount or --  
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Exer- tion  
Title Number  
of Code V  
(A) (D)  
cisable Date  
Shares -----  
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