

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		
MIDDLETON	MICHAEL	P.

(Last)	(First)	(Middle)
2020 CARROL DR.		

(Street)		
MORGAN CITY	LA	70380

(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		
MAY 1998		
5. If Amendment, Date of Original (Month/Year)		
6. Relationship of Reporting Person to Issuer		
(Check all applicable)		
<input type="checkbox"/> 10% Owner		
<input type="checkbox"/> Director		
<input checked="" type="checkbox"/> Officer (give title below)		
<input type="checkbox"/> Other (specify below)		
V.P. OPERATIONS		

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)
CAL DIVE INT'L INC, COMMON	5-5-98	1	4,000 D 38.75	0	D	--
CAL DIVE INT'L INC, COMMON	5-5-98	1	2,200 D 39.00	0	D	--
CAL DIVE INT'L INC, COMMON	5-5-98	1	3,428 D 38.00	0	D	--

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.
Title of Derivative Security	Conver- sion or Exercise Price of Deriv- ative	Trans- action Date (Month/ Day/	Trans- action Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exer- cisable and Expiration Date (Month/ Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Deriv- ative Secur- ity (Instr.	Number of Derivative Securities Benefi- cially Owned at End of Month	Ownership Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr.	Nature of Indirect Beneficial Ownership

Explanation of Responses:

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/s/ MICHAEL MIDDLETON5-7-98

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** Signature of Reporting PersonDate

** 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.