

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

Naughton Scott Thomas

(Last) (First) (Middle)

2115 Five Iron Drive

(Street)

Houston TX 77089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CDIS

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

4. Statement for Month/Year

August 1999

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

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

Director 10% Owner
 Officer (give title below) Other (specify below)

Vice-President

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

1.	2.	3.	4.			5.	6.	7.
Title of Security (Instr. 3)	Transaction Date (Month/Day/Year)	Transaction 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)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) or (D)	Price			
Cal Dive International, Common	8/26/99	S	2,500	D	37.6	22,500	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	Conversion or Exercise Price of Derivative	Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date (Month/Day/Year)		Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 3)	Number of Derivative Securities Beneficially Owned at End of Month	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership
					Date Exercis-	Expiration					

Explanation of Responses:

/s/ SCOTT T. NAUGHTON

9-10-99

** Signature of Reporting Person

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.