FORM 3

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

OMB APPROV	'AL
OMB Number:	3235-0104
Expires: January	31, 2005
Estimated avera	ge burden
hours per respons	e 0.5

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

1. Name and	Address of Repor	tina Perso	n*   2.	Date of Event Re	auiri	ng Statement					
EDWARDS	JOHN	SHAW		(Month/Day/Year) AUGUST 20, 2002	r)						
(Last) (First) (Middle 5212 Brittmore Road (Street)		(Middle)	   3.     	I.R.S. Identification Number of Reporting Perso if an entity	4. Issuer Name AND Ticker     or Trading Symbol     on,  CDIS			6. If Amendment, Date   of Original   (Month/Day/Year)   			
HOUSTON  (City)	TEXAS (State)	77041 (Zip)		(voluntary)	5. Relationship of Reporting Person(s)   to Issuer (Check all applicable)   Director 10% Owner   Officer (give title below)   X Other (specify below)   Co-President - Subsidiary   Co-President - S			7. Individual or			
			TABLE I	NON-DERIVATIVE	SECL	RITIES BENEFICIA	LLY	OWNED			
(Instr. 4) Ber			nt of Securities   ficially Owned   tr. 4)		Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Owne   (Instr. 5) 		rect Beneficial Ownership			
1. Cal Dive International, Inc.   Common Stock*		72,64	72,645.17		D	·     					
		14,350		-	I						
* Pursuant Rights Ag	to a Share Exchan reement				-  -		-    -   -     -				
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	eport on a separa orm is filed by mo						dir	ectly or indirectl	Ly.		
	PERSONS WH			OLLECTION OF INFO THE FORM DISPLAYS				S FORM ARE NOT REC	QUIRED TO		
									(0ver) SEC 1473(7-02)		

FORM 3 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

	Date   Exercisable	Expiration  Date		Number of   Shares		(Instr. 5)  	
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Explanation of Responses:

/s/ JOHN S. EDWARDS	8/29/02
**Signature of Reporting Person	Date

<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).

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.