

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		
NELSON	S.	JAMES
(Last)	(First)	(Middle)
3016 Amherst Street		
(Street)		
Houston,	Texas	77005
(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)

- [] 10% Owner
[X] Director
[] Officer (give title below)
[X] Other (specify below)

7. Individual or Joint Group Filing (check applicable line)

- [] Form filed by one one reporting person
- [] Form Filed by more than one reporting person

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) ----- Code V	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)
			Amount	(A) or (D)	Price			
CAL DIVE INTERNATIONAL, INC COMMON STOCK	5/21/98	S	100,000	D	33.50	203,125	D	N/A

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

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

Derivative Security (Instr. 3)	Deriv- ative Security	(Month/ Day/ Year)	8) ----- Code V	4 and 5) ----- (A) (D)	Exer- cis- able	Expir- ation Date	Title	or Num- ber of Shares	ity (Instr. 5)	End of Month (Instr. 4)	(I) (Instr. 4)	Beneficial Ownership (Instr. 4)
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Explanation of Responses:

/s/ S JAMES NELSON	6/2/98
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** 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.