

CAL DIVE INTERNATIONAL INC
 Form 4
 March 04, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CONNOR III JAMES LEWIS

2. Issuer Name and Ticker or Trading Symbol
CAL DIVE INTERNATIONAL INC [CDIS]

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

(Last) (First) (Middle)
400 N. SAM HOUSTON PARKWAY E., SUITE 400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2005

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
SVP, GEN COUNSEL & CORP SEC

HOUSTON, TX 77060

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code	V	Amount or Price			
Common Stock	03/02/2005		M		2,000	A \$ 19.5	9,326 ⁽¹⁾	D	
Common Stock	03/02/2005		S		2,000	D \$ 50.0898	7,326 ⁽¹⁾	D	
Common Stock	03/03/2005		M		4,000	A \$ 19.5	11,326 ⁽¹⁾	D	
Common Stock	03/03/2005		M		2,340	A \$ 24.36	13,666 ⁽¹⁾	D	
Common Stock	03/03/2005		S		6,340	D \$ 50.042	7,326 ⁽¹⁾	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Option to Buy)	\$ 19.5	03/02/2005		M	2,000	04/17/2001 04/17/2005	Common Stock	2,000
Stock Option (Option to Buy)	\$ 19.5	03/03/2005		M	4,000	04/17/2001 04/17/2005	Common Stock	4,000
Stock Option (Option to Buy)	\$ 24.36	03/03/2005		M	2,340	02/25/2005 02/25/2014	Common Stock	2,340

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CONNOR III JAMES LEWIS
400 N. SAM HOUSTON PARKWAY E.
SUITE 400
HOUSTON, TX 77060

SVP, GEN COUNSEL & CORP SEC

Signatures

/s/ James Lewis
Connor, III

03/04/2005

Date

Signature of Reporting
Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 1,564 shares held through the Company's Employee Stock Purchase Plan.
- (2) This option was granted pursuant to the Company's 1995 Long Term Incentive Plan, as amended, and therefore has no purchase or sales price.

Remarks:

The filing of this statement shall not be deemed an admission that any reporting person is, for purposes of section 16 of the Securities Exchange Act of 1934, a person who is, or has been, an officer, director, or beneficial owner of the issuer of the securities.

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

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