CAL DIVE INTERNATIONAL INC

Form 4

August 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

(Print or Type	Responses)									
1. Name and Address of Reporting Person * FERRON MARTIN R			2. Issuer Name and Ticker or Trading Symbol CAL DIVE INTERNATIONAL INC [CDIS]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) M HOUSTON Y E, SUITE 400	(3. Date of Earliest Transaction (Month/Day/Year) 08/03/2005			_	X Director 10% Owner X Officer (give title Other (specify below) PRESIDENT & COO			
(Street) HOUSTON, TX 77060			4. If Amendment, Date Original Filed(Month/Day/Year)			- -	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative Securities A	Acqu	ired, Disposed of	f, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if	3. Transactio Code (Instr. 8)	4. Securities Acquired for Disposed of (D) (Instr. 3, 4 and 5)	(A)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Security	(Month/Day/Year)	Execution Date, ii	Transacuo	nor Dispo	sea or	(D)	Securities	Ownership	mairect
(Instr. 3)		any	Code	Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
C						¢			Limited
Common	08/03/2005		S	6,156	D	\$	25,238 <u>(1)</u>	I	Partnership
Stock				ŕ		61.5062	· –		(2)
a						Ф			Limited
Common	08/04/2005		S	3.068	D	\$	22,170 (1)	Ī	Partnership
Stock			~	2,200		61.5192	,		(1)
									_

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

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mannt		
									mount		
						Date	Expiration	O1			
						Exercisable	Date		lumber		
				C 1 W	(A) (D)			of			
				Code V	(A) (D)			S	hares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
, <u>, , , , , , , , , , , , , , , , , , </u>	Director	10% Owner	Officer	Other			
FERRON MARTIN R 400 N SAM HOUSTON PARKWAY E SUITE 400 HOUSTON, TX 77060	X		PRESIDENT & COO				

Signatures

/s/ James Lewis Connor, III by Power of Attorney 08/04/2005

**Signature of Reporting Person Date

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) Mr. Ferron also has direct holdings of 60,406 shares, including 2,335 shares held through the Company's Employee Stock Purchase Plan.
- (2) Owned by Uncle John Limited Partnership of which the general partner is an entity that Mr. Ferron controls.

Remarks:

The filing of this statement shall not be deemed an admission that any reporting person is, for purposes of section 16 of the Se Note: File three copies of this Form, one of which must be manually signed. If space 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.

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