

TRANSIER WILLIAM L  
 Form 4  
 September 23, 2002

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 FORM 4  
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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			2. Issuer Name and Ticker or Trading Symbol	6. R
TRANSIER	WILLIAM	L.	Cal Dive International, Inc. "CDIS"	t
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (voluntary)	4. Statement for Month/Year
971 KIRBY DRIVE				AUGUST 2002
	(Street)			5. If Amendment, Date of Original (Month/Year)
HOUSTON	TEXAS	77019	-----	N/A
(City)	(State)	(Zip)		-----

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DIS

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities B (Instr. 3)
		Code	V	Amount (A) or Price (D)
Cal Dive International, Inc. Common Stock	8/6/02	P	1,000	A \$15.75 2,000

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Remainder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the registrant (Print or Type Responses)

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED BY THE REGISTRANT (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)	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.
			Code	V (A) (D)	Date Exercisable	Expiration Date
9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				

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Explanation of Responses:

The filing of this statement shall not be deemed an admission that the undersigned is, for purposes of section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the owner of any equity securities covered by this statement

/s/ WILLIAM L. TRANSIER -----	8/7/02 -----
**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 is insufficient, see Instruction 6 for procedure.