

CAL DIVE INTERNATIONAL INC

Form 3

February 26, 2003

OMB APPROVAL
OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response...0.5

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

FORM 3

INITIAL STATEMENT OF 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**

<p>1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i></p> <p>TRIPODO, ANTHONY</p> <hr/> <p>247 TAMERLAINE DRIVE</p> <p align="center"><i>(Street)</i></p> <hr/> <p>HOUSTON, TX 77024</p> <p align="center"><i>(City) (State)</i> <i>(Zip)</i></p>	<p>2. Date of Event Requiring Statement <i>(Month/Day/Year)</i></p> <p>February 17, 2003</p> <hr/> <p>4. Issuer Name and Ticker or Trading Symbol</p> <p>CAL DIVE INTERNATIONAL INCORPORATED (CDIS)</p> <hr/> <p>6. If Amendment, Date of Original <i>(Month/Day/Year)</i></p> <hr/>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity <i>(voluntary)</i></p> <hr/> <p>5. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i></p> <p><input checked="" type="radio"/> Director <input type="radio"/> Officer <i>(give title below)</i> <input type="radio"/> 10% Owner <input type="radio"/> Other <i>(specify below)</i></p> <hr/> <p>DIRECTOR</p> <hr/> <p>7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i></p> <p><input checked="" type="radio"/> Form filed by One Reporting Person <input type="radio"/> Form filed by More than One Reporting Person</p>
---	---	--

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

Table I Non-Derivative Securities Beneficially Owned

1. Title of Security <i>(Instr. 4)</i>	2. Amount of Securities Beneficially Owned <i>(Instr. 4)</i>	3. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 5)</i>	4. Nature of Indirect Beneficial Ownership <i>(Instr. 5)</i>
--	--	---	--

Table II Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security <i>(Instr. 4)</i>	2. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	3. Title and Amount of Securities Underlying Derivative Security <i>(Instr. 4)</i>	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 5)</i>	6. Nature of Indirect Beneficial Ownership <i>(Instr. 5)</i>
--	--	---	--	---	---

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
OPTIONS	2/17/04	2/17/13	Cal Dive International, Inc. Common Stock	44,000	\$17.14	D

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.

<u>/S/ ANTHONY TRIPODO</u>	<u>FEBRUARY 26, 2003</u>
**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.