HAJDIK LLOYD A

Form 4 March 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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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

See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * HAJDIK LLOYD A

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

CAL DIVE INTERNATIONAL INC

(Check all applicable)

[CDIS]

(Middle)

(Zin)

3. Date of Earliest Transaction

Director 10% Owner Other (specify _X__ Officer (give title

(Month/Day/Year)

03/02/2005

VP - Controller & CAO

400 N SAM HOUSTON PARKWAY E, SUITE 400

> (Street) 4. If Amendment, Date Original

> > Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

below)

HOUSTON, TX 77060

(City)	(State)	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)	Code (Instr. 8)	omr Dispo (Instr. 3,	sed of 4 and (A) or	5)	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 Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(D)	Price	, , , , , , , , , , , , , , , , , , , ,			
Stock	03/02/2005		M	500	A	\$ 24.36	2,772 <u>(1)</u>	D		
Common Stock	03/02/2005		S	500	D	\$ 50.0898	2,272 (1)	D		
Common Stock	03/03/2005		M	1,500	A	\$ 24.36	3,772 <u>(1)</u>	D		
Common Stock	03/03/2005		S	1,500	D	\$ 50	2,272 (1)	D		

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

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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. Transactic Code (Instr. 8)	Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Option to Buy)	\$ 24.36	03/02/2005		M		500	02/25/2005	02/25/2014	Common Stock	500
Stock Option (Option to Buy)	\$ 24.36	03/03/2005		M		1,500	02/25/2005	02/25/2014	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HAJDIK LLOYD A

400 N SAM HOUSTON PARKWAY E

SUITE 400

HOUSTON, TX 77060

VP - Controller & CAO

Signatures

/s/ James Lewis Connor, III by Power of Attorney

03/04/2005

**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) Includes 607 shares held through the Company's Employee Stock Purchase Plan.

Reporting Owners 2

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(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 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.