

CAL DIVE INTERNATIONAL INC

Form 4/A

March 07, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

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 ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
VP - Controller & CAO

HOUSTON, TX 77060

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/04/2005

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)

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) (Instr. 3, 4 and 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/02/2005		M		500	A	\$ 21.18	2,772 ⁽¹⁾	D
Common Stock	03/02/2005		S		500	D	\$ 50.0898	2,272 ⁽¹⁾	D
Common Stock	03/03/2005		M		1,500	A	\$ 21.18	3,772 ⁽¹⁾	D
Common Stock	03/03/2005		S		1,500	D	\$ 50	2,272	D

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)	\$ 21.18	03/02/2005		M	500	12/01/2004 12/01/2013	Common Stock	500
Stock Option (Option to Buy)	\$ 21.18	03/03/2005		M	1,500	12/01/2004 12/01/2013	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 03/07/2005

 **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.

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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:

This Form 4/A is being filed to correct errors in Table I and Table II to show the correct exercise price of \$21.18 and an error in

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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