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EDWARDS JOHNNY Form 3 September 05, 2002

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) o Holding Company Act of 1935 or Section 30(f) of the Investment Company Ac

(Print or Type Responses) 1. Name and Address of Reporting Person* | 2. Date of Event Requiring Statement | (Month/Day/Year) | AUGUST 20, 2002 EDWARDS JOHNNY (Last) (First) (Middle) | 3. I.R.S. | 4. Issuer Name AND Ticker | Identification | or Trading Symbol | 400 N. SAM HOUSTON PARKWAY E. #400 | Number of | Reporting Person, | CDIS (Street) | if an entity | (Valuation) HOUSTON TEXAS 77060 (voluntary) | 5. Relationship of Reporting Pe to Issuer (Check all applica (City) (State) (Zip) Director 10% Ow Officer (give title b X Other (specify below) President - Subsidiary TABLE I -- NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED 1. Title of Security | 2. Amount of Securities | 3. Ownership Form: | 4. Nature Direct (U) O1
Indirect (I) | | Beneficially Owned | Direct (D) or | (Instr. | (Instr. 4) | Indirect (I) | (Instr. 4) (Instr. 4) 1. Cal Dive International, Inc. Common Stock 1317 2. Cal Dive International, Inc. | Common Stock - 1 3020.529 #1 Employee Stock Purchase Plan | #2 401(k) Retirement Plan

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Reminder: Report on a separate line	e for each class of securitie	es beneiicially owned (airectiy or i

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

PERSONS WHO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE

RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUM

TABLE II -- DERIVATIVE SECURITIES BENEFICIALLY OWNED

FORM 3 (CONTINUED)

(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative | 2. Date Exercisable | 3. Title and Amount of Securities | 4. Converting Security (Instr. 4) | and Expiration Date | Underlying Derivative Securities | or Exercisable | General Securities | Or Exercisable | Date | Expiration | Number of | Number of | Exercisable | Date | Title | Shares | Converting Securities | Or Exercisable | Date | Title | Shares | Converting Securities | Or Exercisable | Date | Da

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Explanation of Responses:

-----**Signa

** 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 provided 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.