

O CARROLL MARTIN C
 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) of the Securities Exchange Act of 1934 or Section 30(f) of the Investment Company Act of 1935 or Section 30(f) of the Investment Company Act of 1935

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Date of Event Requiring Statement (Month/Day/Year)	
O'CARROLL	MARTIN	CHRISTOPHER	AUGUST 20, 2002	
(Last)	(First)	(Middle)		
5212 Britmore Road			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	
(Street)				
HOUSTON	TEXAS	77041	4. Issuer Name AND Ticker or Trading Symbol	
(City)	(State)	(Zip)	CDIS	
			5. Relationship of Reporting Person to Issuer (Check all applicable)	
			Director _____ 10% Owner _____	
			Officer (give title below) _____	
			X Other (specify below) _____	
			Co-President - Subsidiary _____	

TABLE I -- NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Ownership (Instr. 4)
1. Cal Dive International Common Stock*	62,594.13	D	
2. Cal Dive International Common Stock*	14,415	I	Power of Attorney
* Pursuant to a Share Exchange Rights Agreement			

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* 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 NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

FORM 3 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Securities (Instr. 4)	4. Conversion or Exercise Price of Derivative Security
	Date Exercisable	Expiration Date	Amount or Number of Shares

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Explanation of Responses:

/s/

**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.