

CAL DIVE INTERNATIONAL INC
 Form 4/A
 March 07, 2005

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

OMB APPROVAL

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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

(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
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify 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)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or 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.

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.

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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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