

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **1999-09-10** | Period of Report: **1999-08-09**  
SEC Accession No. **0000890566-99-001269**

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### SUBJECT COMPANY

#### **CAL DIVE INTERNATIONAL INC**

CIK: **866829** | IRS No.: **953409686** | State of Incorporation: **MN** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **000-22739** | Film No.: **99709500**  
SIC: **1389** Oil & gas field services, nec

#### Mailing Address

*400 N SAM HOUSTON PKWY  
E  
SUITE 400  
HOUSTON TX 77060*

#### Business Address

*400 N SAM HOUSTON PKWYE  
SUITE 400  
HOUSTON TX 77060  
7136901818*

### REPORTING OWNER

#### **NELSON S JAMES**

CIK: **1041822**  
Type: **4**

#### Mailing Address

*13430 NW FRWY  
STE 350  
HOUSTON TX 77040*

#### Business Address

*13430 NW FRWY  
STE 350  
HOUSTON TX 77040*

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

Nelson S. James  
-----  
(Last) (First) (Middle)  
  
3016 Amherst St.  
-----  
(Street)  
  
Houston TX 77005-3008  
-----  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CAL DIVE INTERNATIONAL

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

8/1999

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer

(Check all applicable)  
  
 10% Owner  
 Director  
 Officer (give title below)  
 Other (specify below)  
  
 Chief Financial Officer

TABLE I--Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<TABLE>  
<S> <C>

1.	2.	3.	4.			5.	6.	7.
Title of Security (Instr. 3)	Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) or (D)	Price			
CAL DIVE COMMON	8/9/99	S	20,550	D	34 3/8	1,022,575	D	--
CAL DIVE COMMON	8/10/99	S	16,600	D	34 5/16	1,005,975	D	--
CAL DIVE COMMON	8/13/99	S	5,975	D	34.00	100,000	D	--

</TABLE>  
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Print or Type Responses)

TABLE II--Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g. puts, calls, warrants, options, convertible securities)

<TABLE>  
<S> <C>

1.	2.	3.	4.	5.	6.	7.	8.	9.	10.	11.
Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)	Number of Derivative Securities Owned at End of Month (Instr. 4)	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)

</TABLE>  
Explanation of Responses:

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/s/ S. JAMES NELSON

8/9/99

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\*\* Signature of Reporting Person

-----  
Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).