

O CARROLL MARTIN C

Form 3

September 05, 2002

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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  
Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

(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)			4. Issuer Name AND Ticker or Trading Symbol	
HOUSTON	TEXAS	77041	CDIS	
(City)	(State)	(Zip)	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 Holding (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			

[illegible]

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

[illegible]

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Explanation of Responses:

/s/

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\*\*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.