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CAL DIVE INTERNATIONAL INC

Form 8-K

February 18, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934

Date of Report (Date of earliest event reported) FEBRUARY 18, 2003

CAL DIVE INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

MINNESOTA
(State or other jurisdiction of
incorporation of organization)

95-3409686
(I.R.S. Employer
Identification No.)

400 N. SAM HOUSTON PARKWAY E., SUITE 400, HOUSTON, TEXAS 77060
(Address of Principal Executive Offices) (Zip Code)

(281) 618-0400
(Registrant's telephone number, including area code)

None
(Former name, former address and former fiscal year, if changed since
last report)

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

99.1 - 2002 Fourth Quarter Report to Shareholders of Cal Dive
International, Inc.

Item 9. Regulation FD Disclosure

In accordance with General Instruction B.2. of Form 8-K, the information
incorporated by reference herein should not be deemed "filed" for purposes of

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Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such a filing.

The 2002 Fourth Quarter Report to Shareholders which discusses Cal Dive's fourth quarter financial results and its forecast for its first quarter ending March 31, 2003 is filed as Exhibit 99.1 and is incorporated herein by reference.

CAL DIVE INTERNATIONAL, INC.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: February 18, 2003

CAL DIVE INTERNATIONAL, INC.

By: /s/ S. James Nelson

S. James Nelson
Vice Chairman

By: /s/ A. Wade Pursell

A. Wade Pursell
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

99.1 - 2002 Fourth Quarter Report to Shareholders of Cal Dive International, Inc.