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CAL DIVE INTERNATIONAL INC

Form 8-K

February 25, 2004

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 24, 2004

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.

Number -----	Description -----
99.1	Press Release of Cal Dive International, Inc. dated February 24, 2004 reporting Cal Dive's financial results for the fiscal

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year ended December 31, 2003 and for the fourth quarter of 2003.

- 99.2 2003 Fourth Quarter Report to Shareholders.
- 99.3 Press Release of Cal Dive International, Inc. dated February 24, 2004 announcing earnings guidance for 2004.

Item 12. Results of Operations and Financial Condition.

Incorporated by reference are the press release and 2003 Fourth Quarter Report to Shareholders issued by the Registrant on February 24, 2004 regarding earnings for the fiscal year ended December 31, 2003 and for the fourth quarter of 2003, attached as Exhibits 99.1 and 99.2, respectively, and the press release announcing earnings guidance for 2004, attached as Exhibit 99.3. This information is not deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 and is not incorporated by reference into any Securities Act registration statements.

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 24, 2004

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

INDEX TO EXHIBITS

Exhibit No.	Description
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