

CAL DIVE INTERNATIONAL INC

Form 8-K

March 01, 2005

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**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): **March 1, 2005**

**Cal Dive International, Inc.**

(Exact name of registrant as specified in its charter)

<b>Minnesota</b> (State or other jurisdiction of incorporation)	<b>000-22739</b> (Commission File Number)	<b>95-3409686</b> (IRS Employer Identification No.)
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<b>400 N. Sam Houston Parkway E., Suite 400</b> <b>Houston, Texas</b> (Address of principal executive offices)	<b>77060</b> (Zip Code)
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**281-618-0400**  
(Registrant's telephone  
number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Press Release

Fourth Quarter 2004 Earnings Conference Call Presentation

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**Item 2.02 Results of Operations and Financial Condition.**

Attached hereto as Exhibits 99.1 and 99.2, respectively, and incorporated by reference herein are the press release and Fourth Quarter 2004 Earnings Conference Call Presentation issued by the Registrant on March 1, 2005 regarding earnings for the fourth quarter of 2004. 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.

**Item 9.01 Financial Statements and Exhibits.**

*(c) Exhibits*

Number	Description
99.1	Press Release of Cal Dive International, Inc. dated March 1, 2005 reporting Cal Dive's financial results for the fourth quarter of 2004.
99.2	Fourth Quarter 2004 Earnings Conference Call Presentation.

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**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 hereunto duly authorized.

Date: March 1, 2005

CAL DIVE INTERNATIONAL, INC.

By: /s/ A. Wade Pursell  
A. Wade Pursell  
Senior Vice President and Chief  
Financial Officer

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