

CAL DIVE INTERNATIONAL INC

Form 8-K

December 01, 2005

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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 13, 2005, the Board of Directors of the Company adopted the amendment and restatement of the following sections of the Company's Second Amended and Restated By-Laws to provide for uncertificated shares of the Company's stock:

(i) Section 6.01. Certificates. The shares of the Corporation may be certificated or uncertificated, as provided under Minnesota law. Certificates shall be approved by the Board of Directors and signed by any two (2) of the Chairman, President, Chief Financial Officer or Corporate Secretary. Each certificate shall state the name of the Corporation, that the Corporation is incorporated in Minnesota, the name of the person to whom it is issued, the number and class or series of shares represented thereby, the date of issue, the par value of such shares, if any, and may contain such other provisions as the Board may designate. Any or all of the signatures on the certificate may be a facsimile.

(ii) Section 6.03. Transfer of Shares. The shares of the Corporation shall be assignable and transferable only on the books and records of the Corporation on behalf of the registered owner, or his duly authorized attorney, and, in the case of stock represented by a certificate, upon surrender of the certificate duly and properly endorsed together with proper evidence of authority to transfer. The Corporation may issue a new certificate for the shares surrendered to the person or persons entitled thereto.

These provisions will be first implemented in connection with the payment of the two-for-one split of the Company's common stock to be paid on or about December 8, 2005, to owners of record as of the close of business December 1, 2005.

A copy of the Second Amended and Restated By-Laws, as amended, are attached hereto as Exhibit 3.1.

Item 9.01 Financial Statements and Exhibits.

(c) *Exhibits*

| Number | Description |
|--------|--|
| 3.1 | Second Amended and Restated By-Laws of Cal Dive International, Inc., as amended. |

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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: December 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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Exhibit No. Description

3.1 Second Amended and Restated By-Laws of Cal Dive International, Inc., as amended.