

CAL DIVE INTERNATIONAL, INC.

ANNUAL MEETING OF STOCKHOLDERS

May 11, 2010

**2500 CityWest Boulevard
Houston, TX 77042**



Cal Dive International, Inc.
2500 CityWest Boulevard
Houston, TX 77042

proxy

This Proxy is Solicited on Behalf of the Board of Directors for the Annual Meeting on May 11, 2010.

The undersigned, having duly received the Notice of Annual Meeting of Stockholders and the Proxy Statement, dated March 29, 2010, hereby appoints Bruce P. Koch and Lisa Manget Buchanan as Proxies (each with the power to act alone and with the power of substitution and revocation) to represent the undersigned and to vote, as designated below, all shares of common stock of Cal Dive International, Inc. held of record by the undersigned on March 12, 2010 at the 2010 Annual Meeting of Stockholders to be held on May 11, 2010 at 9:00 a.m. at the corporate offices of Cal Dive International, Inc., 2500 CityWest Boulevard, Suite 2200, Houston, Texas 77042, and any adjournments thereof.

(Please see reverse side for voting instructions.)



Shareowner Services
P.O. Box 64945
St. Paul, MN 55164-0945

COMPANY #

**Vote by Internet, Telephone or Mail
24 hours a day, 7 days a week**

Your phone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

- **INTERNET** - www.eproxy.com/dvr
Use the Internet to vote your proxy until 12:00 noon (Central Daylight Time) on May 10, 2010.
- **PHONE - 1-800-560-1965**
Use a touch-tone telephone to vote your proxy until 12:00 noon (Central Daylight Time) on May 10, 2010.
- **Mail** - Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

If you vote your proxy by Internet or by Telephone, you do NOT need to mail back your Proxy Card.

**TO VOTE BY MAIL AS THE BOARD OF DIRECTORS RECOMMENDS,
SIMPLY SIGN, DATE, AND RETURN THIS PROXY CARD.**

Please detach here

The Board of Directors Recommends a Vote FOR Proposals 1 and 2

1. To elect two "Class I" directors of the Company with terms expiring in 2013:

01 Owen E. Kratz 02 David E. Preng

FOR all "Class I" nominees (except as indicated below) WITHHOLD AUTHORITY from ALL nominees

(INSTRUCTION: To WITHHOLD AUTHORITY to vote for any individual nominee, write that person's name in the box provided to the right.)

[Empty box for withholding authority]

2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2010.

FOR AGAINST ABSTAIN

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED ON THE PROXY BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE CLASS I DIRECTORS INDICATED IN PROPOSAL 1, FOR PROPOSAL 2, AND IN THE PROXY HOLDER'S DISCRETION ON ANY OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT THEREOF.

Dated: _____

[Empty box for signature]

Signature(s) in Box
Please sign exactly as the name appears on this proxy. When shares are held by joint tenants, both should sign. If signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporation name by president or other authorized officer. If a partnership, please sign in partnership name by an authorized person.