### Edgar Filing: BUCKELEW ALAN - Form 4/A

BUCKELEW ALAN Form 4/A February 02, 2011 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction								OMB Number: Expires: Estimated a burden hour response	~	
1(b). (Print or Type Responses)										
				Ticker or T	[radin	g	5. Relationship of Reporting Person(s) to Issuer			
			Earliest Transaction ay/Year)				(Check all applicable) Director 10% Owner X_Officer (give title Other (specify below) President & CEO - PCL			
(Street) 4. If Amen Filed(Month 02/01/20 MIAMI, FL 33178			-				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>			
(City)	(State) (Zip)	Person							ly Owned	
1.Title of Security (Instr. 3)	(Month/Day/Year) Execut any	ransaction Date 2A. Deemed nth/Day/Year) Execution Date, if			4 and (A)	cquired d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Trust Shares (beneficial Interest In Special Voting Share) <u>(1)</u>	01/28/2011		Code V A <u>(2)</u>	Amount 1,435		Price \$ 0	(Instr. 3 and 4) 64,017	D		
Trust Shares (beneficial Interest In Special Voting Share) (1)	01/28/2011		F	670 <u>(3)</u>	D	\$ 44.61	63,347	D		

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	'Year)	Underl	ying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities	5		(Instr. 1	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable I	Date		of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Addre	288	Relationships						
Toportung O when I tunne / I tunne	Director	10% Owner	Officer	Other				
BUCKELEW ALAN CARNIVAL CORPORATIO 3655 NW 87TH AVE MIAMI, FL 33178	DN		President & CEO - PCL					
Signatures								
/s/ Alan Buckelew	02/02/2011							

\*\*Signature of Reporting Person

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents trust shares (the "Trust Shares") of beneficial interests in P&O Princess Voting Trust (the "Trust"). In connection with the dual listed company transaction between Carnival plc (fka P&O Princess Cruises plc) and Carnival Corporation (the "DLC Transaction"), Carnival plc issued one special voting share to the Trust and, following a series of transactions, the Trust Shares were distributed to

(1) holders of common stock of Carnival Corporation (the "Carnival Corporation Common Stock"). Since completion of the DLC Transaction on April 17, 2003, if Carnival Corporation issues Carnival Corporation Common Stock to a person, the Trust will issue an equivalent number of Trust Shares to such person. The Trust Shares are paired with shares of Carnival Corporation Common Stock and are represented by the same stock certificate. The Trust Shares represent a beneficial interest in the Carnival plc special voting share.

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On January 28, 2011, the reporting person was granted 3,586 performance-based restricted stock units ("Performance RSUs"). The Reporting Person may earn from 0-200% of his target amount of Performance RSUs depending on the extent of Carnival Corporation &

- (2) plc's earnings per share growth over the three-year performance period ending with fiscal 2013, subject to his continued employment during the performance period (with earlier partial vesting in certain cases upon eligibility for retirement, or death or disability, prior to the expiration of the performance period). Because, as of the date of the grant, the Reporting Person was eligible for retirement due to his age, 1,435 Performance RSU's vested on January 28, 2011.
- (3) Represents a surrender of shares to satisfy tax obligation on the vesting of the Performance RSUs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.