

CARNIVAL PLC
Form 4
January 19, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NOYES DAVID MICHAEL

(Last) (First) (Middle)

C/O CARNIVAL
CORPORATION, 3655 N.W. 87TH
AVENUE

(Street)

MIAMI, FL 33178

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CARNIVAL PLC [CUK]

3. Date of Earliest Transaction
(Month/Day/Year)
01/17/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
CEO - Carnival UK

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Ordinary Shares	01/17/2017		A ⁽¹⁾	V Amount <u>1,458</u> ⁽²⁾	(A) or (D) A \$ 0	14,184.233	D
Ordinary Shares	01/17/2017		A	185 ⁽³⁾	A \$ 0	14,369.233	D
Ordinary Shares	01/17/2017		S	1,921	D \$ 51.5911 ⁽⁴⁾	12,448.233 ⁽⁵⁾	D

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NOYES DAVID MICHAEL
C/O CARNIVAL CORPORATION
3655 N.W. 87TH AVENUE
MIAMI, FL 33178

CEO - Carnival UK

Signatures

/s/ David M. Noyes 01/19/2017

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Grant of restricted stock units ("RSUs") made pursuant to the Carnival plc 2014 Employee Share Plan. Award of RSUs represent a hypothetical interest in Carnival plc ordinary shares. The restriction on the RSUs lapse on the second anniversary of the grant date. The RSUs will accumulate dividend equivalents and may only be settled in shares.
- (1) The grant was approved by the Compensation Committee as a total value to be received in the form of RSUs. The Compensation Committee also approved that the number of RSUs were determined by dividing the value by the closing price on date of grant.
- (2) Represents settlement of dividend equivalents accumulated during the restricted period of a restricted stock unit award which has now vested.
- (3) The transaction was conducted in British Pounds. The sale price of GBP41.6196 was converted into US\$ at the January 17, 2017 conversion rate of GBP1 = USD1.2396. This transaction was executed in multiple trades. The price reported reflects the average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full

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information regarding the number of shares and prices at which the transaction was effected.

(5) Includes shares acquired pursuant to the dividend reinvestment feature of the reporting person's brokerage account.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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