

ARISON MICKY MEIR
Form 4
November 14, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ARISON MICKY MEIR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
CARNIVAL CORPORATION, 3655
NW 87TH AVE

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

(Street)
MIAMI, FL 33178

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

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

(City) (State) (Zip)

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Trust Shares(Beneficial Interest in Special Voting Share) ⁽¹⁾ | 11/09/2012 | | M | (2) | 120,000 | A | \$ 27.875 ⁽³⁾ |
| Trust Shares(Beneficial Interest in Special Voting Share) ⁽¹⁾ | 11/09/2012 | | F | (2) | 98,024 | D | \$ 39.16 ^{(3) (4)} |
| Trust Shares(Beneficial Interest in Special Voting Share) ⁽¹⁾ | 11/09/2012 | | G | V | 21,976 | D | \$ 0 0 |

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).

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.

The transactions reported in this Form 4 reflect the exercise of options to purchase 120,000 shares of Carnival Corporation common stock, each paired with one Trust share, by Mr. Arison on November 9, 2012. The options had been granted to Mr. Arison pursuant to the

- (2) Amended and Restated Carnival Corporation 2002 Stock Plan in 2002. The options were due to expire on December 2, 2012. The purchase price of common stock under the options was \$27.875. In accordance with Rule 16b-3(e), Mr. Arison surrendered 98,024 shares of Carnival common stock, each paired with one Trust Share, to pay the purchase price and applicable withholding taxes.
- (3) The prices included on this form reflect the prices of the shares of Carnival Corporation Common Stock and the paired Trust Shares.
- (4) Determined in accordance with the terms of the Amended and Restated Carnival Corporation 2002 Stock Plan, and represents the closing price of shares of Carnival Corporation common stock on November 9, 2012.

Includes (i) 103,638,843 shares of common stock held by MA 1994 B Shares, L.P.; (ii) 538,393 shares of common stock held by the

- (5) Nickel 97-07 Trust; (iii) 2,023,761 shares of common stock held by the Nickel 2008-2 GRAT; (iv) 876,929 shares of common stock held by the Nickel 2009 GRAT; and (v) 1,000,862 shares of common stock held by the Nickel 2010 GRAT.
- (6) The options vested 20% per year over 5 years beginning on the first anniversary of the grant date.

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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