CARNIVAL PLC Form 4 February 23, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading RATCLIFFE PETER GERVIS Issuer Symbol CARNIVAL PLC [CUK] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify C/O CARNIVAL 02/21/2006 below) below) CORPORATION, 3655 NW 87TH CEO, P&O Princess Cruises Int. **AVE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

MIAMI, FL 33178

(State)

(Zip)

(City)

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

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned (I) Ownership (Instr. 4) Following (Instr. 4) Reported

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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)

3. Transaction Date 3A. Deemed 7. Title and Amount 1. Title of 5. Number of 6. Date Exercisable and Derivative (Month/Day/Year) Execution Date, if TransactiorDerivative **Expiration Date** Underlying Securiti Conversion

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year	r)	(Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Si
Stock Options (Right to Buy)	\$ 51.375	02/21/2006		A <u>(1)</u>	50,000	02/21/2007(2)	02/21/2013	Trust Shares (beneficial interest in special voting share) (5)	50,
Restricted Stock Units	\$ 0	02/21/2006		A(3)	10,000	02/21/2011	<u>(4)</u>	Trust Shares (beneficial interest in special voting share) (5)	10,

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 6	Director	10% Owner	Officer	Other			
RATCLIFFE PETER GERVIS C/O CARNIVAL CORPORATION 3655 NW 87TH AVE MIAMI, FL 33178	X		CEO, P&O Princess Cruises Int.				

Signatures

Peter G.
Ratcliffe

**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).
- (1) Grant of stock options pursuant to the Carnival Corporation 2002 Stock Plan and the terms of an Employment Agreement.
- (2) Options vest ratably over five years beginning on the first anniversary of the grant date.
- (3) Grant of restricted stock units pursuant to the Carnival Corporation Amended and Restated 2002 Stock Plan. The restricted stock units vest on the fifth anniversary of the grant date.

(4)

Reporting Owners 2

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No expiration date. The award will either vest or be forfeited pursuant to the terms of the Restricted Stock Unit Agreement between the reporting person and the issuer.

- 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
- (5) 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.

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.