

ARISON MICKY MEIR
Form 4
August 24, 2009

FORM 4

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

OMB APPROVAL

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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

(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)
C/O CARNIVAL CORPORATION, 3655 NW 87TH AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2009

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 Indirect Beneficial Ownership (Instr. 4) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|--------------------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Trust Shares (interest in special voting share) ⁽¹⁾ | 08/20/2009 | 08/20/2009 | S | 8,000 ⁽²⁾ | D | \$ 30.1667 ⁽³⁾ | 1,834,234 | I | By Nickel 2003 Revocable Trust |
| Trust Shares (interest in | 08/20/2009 | 08/20/2009 | S | 49,509 ⁽²⁾ | D | \$ 30.1667 ⁽³⁾ | 106,062,250 | I | By MA 1994 B Shares, L.P. |

special voting share) ⁽¹⁾

Trust Shares (interest in special voting share) ⁽¹⁾

| | | | | | | | | |
|------------|------------|---|---------------------|---|--------------------------|-----------|---|--------------------------------|
| 08/21/2009 | 08/21/2009 | S | 8,000 <u>(2)</u> | D | \$ 30.8646 <u>(4)</u> | 1,826,234 | I | By Nickel 2003 Revocable Trust |
|------------|------------|---|---------------------|---|--------------------------|-----------|---|--------------------------------|

Trust Shares (interest in special voting share) ⁽¹⁾

| | | | | | | | | |
|------------|------------|---|----------------------|---|--------------------------|-------------|---|---------------------------|
| 08/21/2009 | 08/14/2009 | S | 49,509 <u>(2)</u> | D | \$ 30.8646 <u>(4)</u> | 106,012,741 | I | By MA 1994 B Shares, L.P. |
|------------|------------|---|----------------------|---|--------------------------|-------------|---|---------------------------|

Trust Shares (interest in special voting share) ⁽¹⁾

| | | |
|-----------|---|----------------------------------|
| 5,303,253 | I | By various trusts ⁽⁵⁾ |
|-----------|---|----------------------------------|

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

SEC 1474 (9-02)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| ARISON MICKY MEIR C/O CARNIVAL CORPORATION 3655 NW 87TH AVENUE MIAMI, FL 33178 | X | X | Chairman & CEO | |

Signatures

/s/ John J. O'Neil, as Attorney-in-Fact for Micky Meir
Arison 08/24/2009

**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).
- 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.
 - (2) These shares were sold pursuant to a Rule 10b5-1(c) sales plan dated August 12, 2009.
- This transaction was executed in multiple trades at prices ranging from \$30.0000 to \$30.3400. The price reported above reflects the weighted average purchase prices on the dates indicated. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (3)
 - (4) This transaction was executed in multiple trades at prices ranging from \$30.4900 to \$31.0700. The price reported above reflects the weighted average purchase prices on the dates indicated. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- Includes (i) 538,393 Trust Shares held by the Nickel 97-06 Trust; (ii) 1,108,470 Trust Shares held by the Nickel 2006 GRAT; (iii) 382,587 Trust Shares held by the Nickel 2007 GRAT; (iv) 673,803 Trust Shares held by the Nickel 2008 GRAT; and (v) 2,600,000 Trust Shares held by the Nickel 2008-2 GRAT.

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.