

ROYAL CARIBBEAN CRUISES LTD

Form 4

February 10, 2017

FORM 4UNITED 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lutoff-Perlo Lisa

2. Issuer Name and Ticker or Trading
Symbol
ROYAL CARIBBEAN CRUISES
LTD [RCL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
ROYAL CARIBBEAN CRUISES
LTD., 1050 CARIBBEAN WAY

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2017

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Pres & CEO, Celebrity Cruises

(Street)
MIAMI, FL 33132

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)
Common Stock	02/08/2017		F	582 ⁽¹⁾ D	\$ 94.975 ⁽²⁾ 38,454	D	
Common Stock	02/09/2017		F	862 ⁽³⁾ D	\$ 95.1206 ⁽⁴⁾ 37,592	D	
Common Stock	02/10/2017		S	7,948 D	\$ 95.4156 ⁽⁵⁾ 29,644	D	

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

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(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. Number of Derivative Securities Beneficially Owned Following 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
Lutoff-Perlo Lisa ROYAL CARIBBEAN CRUISES LTD. 1050 CARIBBEAN WAY MIAMI, FL 33132	Pres & CEO, Celebrity Cruises

Signatures

Carrie Levine Schwartz, Attorney-in-Fact for Lisa
Lutoff-Perlo

02/10/2017

__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).
- (1) Represents the number of shares of common stock withheld by the issuer to cover the reporting person's tax liability associated with the vesting of shares underlying certain restricted stock units on 2/8/2017.
 - (2) Represents the average of the high and low prices for the issuer's common stock on the NYSE on 2/8/2017.
 - (3) Represents the number of shares of common stock withheld by the issuer to cover the reporting person's tax liability associated with the vesting of shares underlying certain restricted stock units on 2/9/2017.
 - (4) Represents the average of the high and low prices for the issuer's common stock on the NYSE on 2/9/2017.
 - (5) Represents the weighted-average sale price per share of a series of transactions, all of which were executed on February 10, 2017. The actual sale prices ranged from a low of \$95.352 to a high of \$95.7176. The Reporting Person undertakes to provide upon request of the

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SEC Staff, Royal Caribbean Cruises Ltd. or a Royal Caribbean Cruises Ltd. security holder full information regarding the number of shares sold at each price within the range.

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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