

ARISON MICKY MEIR

Form 4

February 03, 2010

# 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 CORP [CCL]

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)

02/01/2010

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

Chairman & CEO

(Street)

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

MIAMI, FL 33178

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) |             |   |                                  |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-------------|---|----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |             |   |                                  |
| Common Stock                    | 02/01/2010 <sup>(1)(2)</sup>         |                                                    | A <sup>(2)</sup>               |                                                                   | 102,551                                                                                       | A                                                        | \$ 0                                                  | 102,551     | D |                                  |
| Common Stock                    | 02/01/2010                           |                                                    | G <sup>(3)</sup>               | V                                                                 | 102,551                                                                                       | D                                                        | \$ 0                                                  | 0           | D |                                  |
| Common Stock                    | 02/01/2010                           |                                                    | G <sup>(3)</sup>               | V                                                                 | 102,551                                                                                       | A                                                        | \$ 0                                                  | 589,117     | I | By Nickel 2003 Revocable Trust   |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                                       | 109,898,172 | I | By Various Trusts <sup>(4)</sup> |

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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 (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | 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<br>CARNIVAL CORPORATION<br>3655 NW 87TH AVE<br>MIAMI, FL 33178 | X             | X         | Chairman & CEO |       |

## Signatures

/s/ Micky Arison 02/03/2010

\*\*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 restricted stock made pursuant to the Carnival Corporation 2002 Stock Plan and the terms of an Executive Long-Term Compensation Agreement. The restriction on the shares lapse on the third anniversary of the grant date.  
The grant date is February 1, 2010. The grant was approved by the Compensation Committee on February 1, 2010 as a total value to be received in the form of restricted shares. The Compensation Committee also approved that the number of shares was to be determined by taking the closing price from February 1, 2010. The final price to determine the number of shares was established on February 1, 2010.
  - (2) Gift of Shares to the Nickel 2003 Revocable Trust
  - (3)
  - (4)

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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 Nickel 97-07 Trust; (iii) 1,108,470 shares of common stock held by the Nickel 2006 GRAT; (iv) 382,587 shares of common stock held by the Nickel 2007 GRAT; (v) 624,680 shares of common stock held by the Nickel 2008 GRAT; (vi) 2,405,199 shares of common stock held by the Nickel 2008-2 GRAT; and (vii) 1,200,000 shares of common stock held by the Nickel 2009 GRAT.

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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