

ARISON MICKY MEIR

Form 4

February 03, 2010

FORM 4
UNITED 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 *
ARISON MICKY MEIR

(Last) (First) (Middle)

CARNIVAL CORPORATION, 3655
NW 87TH AVE

(Street)

MIAMI, FL 33178

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CARNIVAL CORP [CCL]

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman & CEO

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

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)
Common Stock	02/01/2010 ⁽¹⁾⁽²⁾		A ⁽²⁾	V 102,551 A \$ 0	102,551	D	
Common Stock	02/01/2010		G ⁽³⁾	V 102,551 D \$ 0 0		D	
Common Stock	02/01/2010		G ⁽³⁾	V 102,551 A \$ 0	589,117	I	By Nickel 2003 Revocable Trust
Common Stock					109,898,172	I	By Various Trusts ⁽⁴⁾

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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. Nu Deriv Secur Bene Own Follo Repor 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 CARNIVAL CORPORATION 3655 NW 87TH AVE 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

- (2) 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.

- (3) Gift of Shares to the Nickel 2003 Revocable Trust

- (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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