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CARNIVAL CORP
Form 424B3
November 17, 2003

Filed pursuant to Rule 424(b) (3)
Registration No. 333-106293

PROSPECTUS SUPPLEMENT NO. 7
(TO PROSPECTUS DATED JULY 3, 2003)

U.S. \$889,000,000

CARNIVAL CORPORATION

SENIOR CONVERTIBLE DEBENTURES DUE 2033
GUARANTEED BY CARNIVAL PLC AND
P&O PRINCESS CRUISES INTERNATIONAL LIMITED

This prospectus supplement No. 7 supplements and amends the prospectus dated July 3, 2003, as amended and supplemented by prospectus supplement No. 1 dated July 21, 2003, prospectus supplement No. 2 dated August 8, 2003, prospectus supplement No. 3 dated August 25, 2003, prospectus supplement No. 4 dated September 11, 2003, prospectus supplement No. 5 dated October 6, 2003 and prospectus supplement No. 6 dated October 31, 2003 relating to \$889,000,000 aggregate principal amount at maturity of our Senior Convertible Debentures due 2033 (the "debentures") and 20,896,657 shares of our common stock issuable upon conversion of the debentures held by the selling securityholders, plus an indeterminate number of shares as may become issuable upon conversion of the debentures by reason of adjustment to the conversion price.

The table on page 74 of the prospectus sets forth information with respect to the selling securityholders and the respective amounts at maturity of debentures beneficially owned by each selling securityholder that may be offered pursuant to the prospectus, as amended and supplemented by prospectus supplement No. 1 dated July 21, 2003, prospectus supplement No. 2 dated August 8, 2003, prospectus supplement No. 3 dated August 25, 2003, prospectus supplement No. 4 dated September 11, 2003, prospectus supplement No. 5 dated October 6, 2003 and prospectus supplement No. 6 dated October 31, 2003. This prospectus supplement amends that table by adding to it the items set forth below.

SELLING SECURITYHOLDER	PRINCIPAL AMOUNT AT MATURITY OF DEBENTURES BENEFICIALLY OWNED AND OFFERED	PERCENT OF TOTAL OUTSTANDING DEBENTURES	NUMBER OF SHARES OF COMMON STOCK ISSUABLE UPON INITIAL CONVERSION OF DEBENTURES (1)
KBC Financial Products (Cayman Islands) Ltd.	\$20,050,000	2.26%	471,291

(1) Also includes an equivalent number of non-detachable trust shares of beneficial interest in P&O Princess Special Voting Trust, a trust

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established under the laws of the Cayman Islands. See "Description of Trust Shares."

The prospectus dated July 3, 2003, as amended and supplemented by prospectus supplement No. 1 dated July 21, 2003, prospectus supplement No. 2 dated August 8, 2003,

prospectus supplement No. 3 dated August 25, 2003, prospectus supplement No. 4 dated September 11, 2003, prospectus supplement No. 5 dated October 6, 2003, prospectus supplement No. 6 dated October 31, 2003 and this prospectus supplement No. 7 constitutes the prospectus required to be delivered by Section 5(b) of the Securities Act of 1933, as amended, with respect to offers and sales of the debentures and the common stock issuable upon conversion of the debentures.

Our common stock is traded on the New York Stock Exchange under the symbol "CCL." On November 14, 2003, the last reported sales price of the common stock was \$35.19 per share.

There is no public market for the debentures, and we do not intend to apply for their listing on any securities exchange or seek approval for quotation of them through any automated system.

INVESTING IN THE SECURITIES OFFER BY THIS PROSPECTUS INVOLVES RISKS THAT ARE DESCRIBED IN THE "RISK FACTORS" SECTION BEGINNING ON PAGE 11 OF THE ACCOMPANYING PROSPECTUS.

Neither the Securities and Exchange Commission, nor any state securities commission has approved or disapproved of the securities offered by this prospectus or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is November 17, 2003.

SELLING SECURITYHOLDERS

The prospectus dated July 3, 2003, as amended and supplemented by prospectus supplement No. 1 dated July 21, 2003, prospectus supplement No. 2 dated August 8, 2003, prospectus supplement No. 3 dated August 25, 2003, prospectus supplement No. 4 dated September 11, 2003, prospectus supplement No. 5 dated October 6, 2003 and prospectus supplement No. 6 dated October 31, 2003 relating to the offer for resale of \$889,000,000 aggregate principal amount at maturity of debentures and 20,896,657 shares of our common stock issuable upon conversion of the debentures held by the selling securityholders, plus an indeterminate number of shares as may become issuable upon conversion of the debentures by reason of adjustment to the conversion price and, upon each issuance of shares of Carnival Corporation common stock to a person, including to a holder of debentures upon conversion of debentures, an equivalent number of non-detachable trust shares of beneficial interest in the P&O Princess Special Voting Trust, is amended to replace the first paragraph and the table under the heading "Selling Securityholders" on page 74 with the information in the following paragraph and table. We may further amend or supplement this table from time to time if necessary.

We originally sold the debentures to the initial purchaser in a private placement. The debentures were subsequently resold by the initial purchaser to

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purchasers, including the selling securityholders listed below, in transactions exempt from registration. The following table provides, as of November 17, 2003, the principal amount at maturity of debentures held by such selling securityholder, the number of shares of common stock beneficially owned by such securityholder prior to its conversion of any debentures and the number of shares of our common stock issuable upon conversion of the debentures. This information has been obtained from the selling securityholders.

SELLING SECURITYHOLDER	PRINCIPAL AMOUNT AT MATURITY OF DEBENTURES BENEFICIALLY OWNED AND OFFERED	PERCENT OF TOTAL OUTSTANDING DEBENTURES	NUMBER OF SHARES OF COMMON STOCK ISSUABLE UPON INITIAL CONVERSION OF DEBENTURES (1)
Argent Classic Convertible Arbitrage (Bermuda) Fund Ltd.....	\$14,200,000	1.60%	333,782
Argent Classic Convertible Arbitrage Fund L.P.....	\$2,800,000	0.31%	65,816
Argent LowLev Convertible Arbitrage Fund LLC.....	\$1,100,000	0.12%	25,856
Argent LowLev Convertible Arbitrage Fund Ltd.....	\$6,300,000	0.71%	148,087
Bank Austria Cayman Islands, LTD.....	\$7,650,000	0.86%	179,819
Banc of America Securities L.L.C.....	\$2,100,000	0.24%	49,362

SELLING SECURITYHOLDER	PRINCIPAL AMOUNT AT MATURITY OF DEBENTURES BENEFICIALLY OWNED AND OFFERED	PERCENT OF TOTAL OUTSTANDING DEBENTURES	NUMBER OF SHARES OF COMMON STOCK ISSUABLE UPON INITIAL CONVERSION OF DEBENTURES (1)
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Bear, Stearns & Co., Inc.....	\$30,500,000	3.43%	716,927

BNP Paribas Equity Strategies SNC.....	\$744,000	0.08%	17,488

Clinton Convertible Managed Trading Account 1 Limited.....	\$2,620,000	0.29%	61,585

Clinton Multistrategy Master Fund, Ltd.....	\$21,890,000	2.46%	514,542

Clinton Riverside Convertible Portfolio Limited.....	\$22,000,000	2.47%	517,128

Continental Assurance Company On Behalf Of Its Separate Account (E).....	\$3,100,000	0.35%	72,868

Continental Casualty Company.....	\$24,400,000	2.74%	573,542

CooperNeff Convertible Strategies (Cayman) Master Fund L.P.....	\$580,000	0.07%	13,633

DBAG London.....	\$500,000	.06%	11,753

Global Bermuda Limited Partnership.....	\$23,100,000	2.60%	542,984

Goldman, Sachs & Co.....	\$49,300,000	5.55%	1,158,836

Guggenheim Portfolio Co. XV, LLC.....	\$1,350,000	0.15%	31,733

Hamilton Multi-Strategy Master Fund, LP.....	\$4,300,000	0.48%	101,075

Highbridge International LLC.....	\$50,000,000	5.62%	1,175,290

JP Morgan Securities Inc.	\$35,000,000	3.94%	822,703

KBC Financial Products			

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(Cayman Islands) Ltd.....	\$25,550,000	2.87%	600,573

KBC Financial Products USA Inc.....	\$1,450,000	0.16%	34,083

Lakeshore International, Ltd.....	\$92,400,000	10.40%	2,171,936

	PRINCIPAL AMOUNT AT MATURITY OF DEBENTURES BENEFICIALLY OWNED AND OFFERED	PERCENT OF TOTAL OUTSTANDING DEBENTURES	NUMBER OF SHARES OF COMMON STOCK ISSUABLE UPON INITIAL CONVERSION OF DEBENTURES (1)
SELLING SECURITYHOLDER			

Laurel Ridge Capital, LP.....	\$7,500,000	0.84%	176,294

Lyxor Master Fund.....	\$2,100,000	0.24%	49,362

Meadow IAM Limited	\$2,090,000	0.24%	49,127

Merrill Lynch, Pierce, Fenner & Smith, Inc.....	\$97,750,000	11.00%	2,297,692

Nomura Securities International, Inc.....	\$15,000,000	1.69%	352,587

Quattro Fund Ltd.....	\$4,000,000	0.45%	94,023

Ramius Capital Group.....	\$900,000	0.10%	21,155

Ramius, LP.....	\$270,000	0.03%	6,347

Ramius Master Fund, LTD.....	\$10,823,000	1.22%	254,403

Ramius Partners II, LP.....	\$315,000	0.04%	7,404

RCG Baldwin, LP.....	\$1,125,000	0.13%	26,444

RCG Halifax Master Fund,			

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LTD.....	\$1,125,000	0.13%	26,444

RCG Latitude Master Fund, LTD.....	\$10,822,000	1.22%	254,380

RCG Multi Strategy Master Fund, LTD.....	\$720,000	0.08%	16,924

S.A.C. Capital Associates, LLC.....	\$500,000	0.06%	11,753

Sagamore Hill Hub Fund LTD.....	\$35,600,000	4.00%	836,806

Singlehedge US Convertible Arbitrage Fund.....	\$71,000	0.01%	1,669

Sturgeon Limited.....	\$105,000	0.01%	2,468

Sutton Brook Capital Portfolio LP.....	\$20,000,000	2.50%	470,116

Swiss Re Financial Products Corporation.....	\$47,000,000	5.29%	1,104,773

The Coast Fund, LP.....	\$21,100,000	2.37%	495,972

UBS AG London Branch.....	\$115,000,000	12.94%	2,703,167

SELLING SECURITYHOLDER	PRINCIPAL AMOUNT AT MATURITY OF DEBENTURES BENEFICIALLY OWNED AND OFFERED	PERCENT OF TOTAL OUTSTANDING DEBENTURES	NUMBER OF SHARES OF COMMON STOCK ISSUABLE UPON INITIAL CONVERSION OF DEBENTURES (1)

White River Securities L.L.C.	\$30,500,000	3.43%	716,927

Xavex Convertible Arbitrage #5.....	\$900,000	0.10%	21,155

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Xavex Risk Arbitrage Fund 2.....	\$400,000	0.04%	9,402

Zurich Institutional Benchmark Management.....	\$1,000,000	0.11%	23,506

Zurich Institutional Benchmark Master Fund LTD.....	\$300,000	0.03%	7,052

(1) Also includes an equivalent number of non-detachable trust shares of beneficial interest in P&O Princess Special Voting Trust, a trust established under the laws of the Cayman Islands. See "Description of Trust Shares."