

CARNIVAL PLC
Form 4
October 26, 2007

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 *
Artsfare 2005 Trust No. 2

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/24/2007

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

See Footnote 1 below

C/O SUNTRUST DELAWARE TRUST COMPANY, 1011 CENTRE ROAD, SUITE 108

(Street)

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

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

WILMINGTON, DE 19805

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares					0	D	
Trust Shares (representing a beneficial interest) ⁽²⁾ ⁽³⁾	10/24/2007		S		12,275 ⁽⁴⁾	D	\$ 48
Trust Shares (representing a beneficial interest) ⁽²⁾ ⁽³⁾	10/24/2007		S		16,800 ⁽⁴⁾	D	\$ 48.01
					32,853,989	D ⁽¹⁾	
					32,837,189	D ⁽¹⁾	

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Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	<u>7,300</u> <u>(4)</u>	D	\$ 48.02	32,829,889	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	200 <u>(4)</u>	D	\$ 48.03	32,829,689	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	<u>2,400</u> <u>(4)</u>	D	\$ 48.04	32,827,289	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	<u>1,000</u> <u>(4)</u>	D	\$ 48.1	32,826,289	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	51,500	D	\$ 48.1	32,774,789	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	12,125	D	\$ 48.11	32,762,664	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	14,400	D	\$ 48.12	32,748,264	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	5,800	D	\$ 48.13	32,742,464	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	6,600	D	\$ 48.14	32,735,864	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	15,800	D	\$ 48.15	32,720,064	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	5,100	D	\$ 48.16	32,714,964	D <u>(1)</u>
	10/24/2007	S	5,600	D		32,709,364	D <u>(1)</u>

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Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>					\$ 48.17		
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	8,800	D	\$ 48.18	32,700,564	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	2,884	D	\$ 48.19	32,697,680	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	10,016	D	\$ 48.2	32,687,664	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	5,600	D	\$ 48.21	32,682,064	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	5,200	D	\$ 48.22	32,676,864	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	2,900	D	\$ 48.23	32,673,964	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	200	D	\$ 48.24	32,673,764	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	700	D	\$ 48.25	32,673,064	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	3,700	D	\$ 48.26	32,669,364	D <u>(1)</u>
Trust Shares (representing a beneficial interest) <u>(2)</u> <u>(3)</u>	10/24/2007	S	200	D	\$ 48.27	32,669,164	D <u>(1)</u>
	10/24/2007	S	2,900	D		32,666,264	D <u>(1)</u>

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the reporting person disclaims such group membership, and this report shall not be deemed an admission that the reporting person is a member of a Section 13(d) group that owns more than 10% of the Trust Shares and an interest in the Carnival plc special voting share for purposes of Section 16 or for any other purpose.

Represents Trust Shares of beneficial interests in the Trust. In connection with the dual listed company transaction between Carnival plc (formerly known as 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 holders of common stock of Carnival

- (2) Corporation (the "Carnival Corporation Common Stock"). Following the completion of the DLC Transaction, 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.
- (3) The prices included on this form represent the sales price for the paired Trust Shares and shares of Carnival Corporation Common Stock.
- (4) These shares were sold pursuant to a Rule 10b5-1(c) sales plan dated October 24, 2007.

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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