**CARNIVAL PLC** Form 4 May 29, 2014

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person | n |
|---|---|
| MA 1994 B SHARES LP                     |   |
|   |   |

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

(Street)

(Middle)

CARNIVAL PLC [CUK] 3. Date of Earliest Transaction

(Month/Day/Year) 05/27/2014

Director 10% Owner \_X\_\_ Other (specify Officer (give title

(Check all applicable)

below)

below)

See remarks

1201 NORTH MARKET ST

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

5. Amount of

Person

WILMINGTON, DE 19899-1347

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) Code V Amount (D)

Transaction(s) (Instr. 4)

D

(Instr. 3 and 4)

Trust

Shares(Beneficial Interest in Special Voting Share) (1)

05/27/2014

21,024 S

\$ 40.0515 97,917,862 (3)

Price

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

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.                    | 5.         | 6. Date Exerc | cisable and | 7. Title | and          | 8. Price of | 9. Nu  |  |
|-------------|-------------|---------------------|--------------------|-----------------------|------------|---------------|-------------|----------|--------------|-------------|--------|--|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionNumber     |            | Expiration D  | ate         | Amoun    | t of         | Derivative  | Deriv  |  |
| Security    | or Exercise |                     | any                | Code                  | of         | (Month/Day/   | Year)       | Underly  | ying         | Security    | Secui  |  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) Derivative |            | e             |             | Securit  | ies          | (Instr. 5)  | Bene   |  |
|             | Derivative  |                     |                    |                       | Securities |               | (Instr. 3   | 3 and 4) |              | Own         |        |  |
|             | Security    |                     |                    |                       | Acquired   |               |             |          |              |             | Follo  |  |
|             | •           |                     |                    |                       | (A) or     |               |             |          |              |             | Repo   |  |
|             |             |                     |                    |                       | Disposed   |               |             |          |              |             | Trans  |  |
|             |             |                     |                    |                       | of (D)     |               |             |          |              |             | (Instr |  |
|             |             |                     |                    |                       | (Instr. 3, |               |             |          |              |             |        |  |
|             |             |                     |                    |                       | 4, and 5)  |               |             |          |              |             |        |  |
|             |             |                     |                    |                       |            |               |             |          | A manuat     |             |        |  |
|             |             |                     |                    |                       |            |               |             |          | Amount       |             |        |  |
|             |             |                     |                    |                       |            | Date          | Expiration  |          | Or<br>Number |             |        |  |
|             |             |                     |                    |                       |            |               | Exercisable | Date     | Title Number | Number      |        |  |
|             |             |                     |                    | C + V                 | (A) (D)    |               |             |          |              |             |        |  |
|             |             |                     |                    | Code V                | (A) (D)    |               |             |          | Shares       |             |        |  |

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Director Other

MA 1994 B SHARES LP 1201 NORTH MARKET ST WILMINGTON, DE 19899-1347

See remarks

### **Signatures**

/s/ John J. O'Neil, attorney-in-fact

05/29/2014

\*\*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).

Represents trust shares (the "Trust Shares") of beneficial interests in P&O Princess Voting Trust (the "Trust"). In connection with the dual listed company transaction between Carnival plc (fka 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 Corporation (the "Carnival Corporation Common Stock"). Since completion of the

- (1) DLC transaction on April 17, 2003, 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.
- These shares were sold pursuant to a Rule 10b5-1(c) sales plan dated February 28, 2014, relating to the sale of up to 5,000,000 shares **(2)** of Carnival Corporation Common Stock.
- The transaction was executed in multiple trades at prices ranging from \$40.03 to \$40.18. The price reported above reflects the weighted average purchase prices on the dates indicated. The reporting person hereby undertakes to provide upon request to the SEC staff, the **(3)** issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

#### **Remarks:**

Reporting Owners 2

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The reporting person may be deemed a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.