

CARNIVAL CORP
Form 4
September 22, 2014

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)

**C/O 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)

09/18/2014

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 of the Board

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (1)	(A) or (D) Price (2)	
Common Stock	09/18/2014		S		17,499 (1)	\$ 40.0607 (2)	5,379 I
							By Nickel 97-07 Trust
Common Stock	09/18/2014		S		94,338 (1)	\$ 40.0607 (3)	95,765,444 I
							By MA 1994 B Shares, L.P.
Common Stock	09/18/2014		S		50,679 (1)	\$ 40.0607 (4)	3,015,502 I
							By Nickel 2003 Revocable Trust

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Common Stock	09/19/2014	S	5,379 (1)	D	\$ 40.751 (5)	0	I	By Nickel 97-07 Trust
Common Stock	09/19/2014	S	28,999 (1)	D	\$ 40.751 (6)	95,736,445	I	By MA 1994 B Shares, L.P.
Common Stock	09/19/2014	S	15,580 (1)	D	\$ 40.751 (7)	2,999,922	I	By Nickel 2003 Revocable Trust
Common Stock						1,954,324	I	By various trusts (8)

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

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SEC 1474
(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 Owned Following Reported Transaction (Instr. 6)
				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 C/O CARNIVAL CORPORATION 3655 NW 87TH AVE MIAMI, FL 33178	X	X	Chairman of the Board	

Signatures

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

09/22/2014

__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).

- (1) 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 of Carnival Corporation Common Stock.

The transaction was executed in multiple trades at prices ranging from \$40.03 to \$40.11. 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 issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

- (3) The transaction was executed in multiple trades at prices ranging from \$40.03 to \$40.11. 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 issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

- (4) The transaction was executed in multiple trades at prices ranging from \$40.03 to \$40.11. 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 issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

- (5) The transaction was executed in multiple trades at prices ranging from \$40.43 to \$41.14. 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 issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

- (6) The transaction was executed in multiple trades at prices ranging from \$40.43 to \$41.14. 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 issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

- (7) The transaction was executed in multiple trades at prices ranging from \$40.43 to \$41.14. 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 issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

- (8) Includes (i) 442,307 shares of Carnival Corporation Common Stock held by the Nickel 2009 GRAT; (ii) 756,008 shares of Carnival Corporation Common Stock held by the NA 2008 Trust; and (iii) 756,009 shares of Carnival Corporation Common Stock held by the KA 2008 Trust. The Reporting Person disclaims beneficial ownership of the shares of Carnival Corporation Common Stock held by the NA 2008 Trust and the KA 2008 Trust.

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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