CARNIVAL PLC

Form 4

December 21, 2004

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue.

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

interest in

(Print or Type Responses)

(Last)  C/O CARN	Address of Reporti ON ROBERT H (First) IVAL TION, 3655 N	(Middle)	Symbol CARNI 3. Date o	r Name <b>and</b> VAL PLO f Earliest To Day/Year) 004	C [CUK]		 - - -	_X_ Director _X_ Officer (give tinelow)	all applicable)	Owner r (specify
MIAMI, FL	(Street) 4. If Ame Filed(Mon				ate Origina r)	1	- -	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
		( <b>7</b> :)					I	Person		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities Acqui	ired, Disposed of, o	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	emed on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securit or Dispos (Instr. 3,	ed of		Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Trust				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Shares (beneficial interest in special voting share) (1)	12/20/2004			M	16,000	A	\$ 18.9062	18,200.3704 2 (2)	D	
Trust Shares (beneficial	12/20/2004			M	48,000	A	\$ 22.57	66,200.3704 (2)	D	

special voting share) (1)							
Trust Shares (beneficial interest in special voting share) (1)	12/20/2004	S	1,500	D	\$ 56.79	64,700.3704 (2)	D
Trust Shares (beneficial interest in special voting share) (1)	12/20/2004	S	400	D	\$ 56.8	64,300.3704 (2)	D
Trust Shares (beneficial interest in special voting share) (1)	12/20/2004	S	1,900	D	\$ 56.81	62,400.3704 (2)	D
Trust Shares (beneficial interest in special voting share) (1)	12/20/2004	S	1,000	D	\$ 56.83	61,400.3704 (2)	D
Trust Shares (beneficial interest in special voting share) (1)	12/20/2004	S	100	D	\$ 56.85	61,300.3704 (2)	D
Trust Shares (beneficial interest in special voting share) (1)	12/20/2004	S	100	D	\$ 56.9	61,200.3704 (2)	D
Trust Shares	12/20/2004	S	500	D	\$ 56.91	60,700.3704 (2)	D

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(beneficial interest in special voting share) (1)							
Trust Shares (beneficial interest in special voting share) (1)	12/20/2004	S	300	D	\$ 56.93	60,400.3704 (2)	D
Trust Shares (beneficial interest in special voting share) (1)	12/20/2004	S	500	D	\$ 56.97	59,900.3704 (2)	D
Trust Shares (beneficial interest in special voting share) (1)	12/20/2004	S	300	D	\$ 56.98	59,600.3704 (2)	D
Trust Shares (beneficial interest in special voting share) (1)	12/20/2004	S	3,900	D	\$ 56.99	55,700.3704 (2)	D
Trust Shares (beneficial interest in special voting share) (1)	12/20/2004	S	33,000	D	\$ 57	22,700.3704 (2)	D
Trust Shares (beneficial interest in special voting share) (1)	12/20/2004	S	5,000	D	\$ 57.01	17,700.3704 (2)	D

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Trust Shares (beneficial interest in special voting share) (1)	12/20/2004	S	3,000	D	\$ 57.1	9,700.3704 (2)	D
Trust Shares (beneficial interest in special voting share) (1)	12/20/2004	S	7,500	D	\$ 57.15	2,200.3704 (2)	D

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 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. Transactic Code (Instr. 8)	5. Number of ionDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to Buy)	\$ 18.9062	12/20/2004		M		16,000	08/01/2004	08/01/2010	Trust Shares (beneficial interest in special voting share) (1)	16,000
Stock Option (Right to Buy)	\$ 22.57	12/20/2004		M		48,000	10/08/2004	10/08/2011	Trust Shares (beneficial interest in special voting share) (1)	48,000

(9-02)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DICKINSON ROBERT H C/O CARNIVAL CORPORATION 3655 NW 87TH AVE MIAMI, FL 33178

X President & CEO - CCL

### **Signatures**

Robert H. Dickinson 12/20/2004

\*\*Signature of Date
Reporting Person

# **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

- (1) holders of common stock of Carnival Corporation (the "Carnival Corporation Common Stock"). Since completion of the 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.
- (2) Includes shares acquired pursuant to purchase under, or the dividend reinvestment feature of, the Carnival Corporation Employee Stock Purchase Plan.

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.

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