

CARNIVAL PLC
Form 4
August 09, 2013

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

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 *
ARISON MICKY MEIR

(Last) (First) (Middle)

CARNIVAL CORPORATION, 3655
NW 87TH AVE

(Street)

MIAMI, FL 33178

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CARNIVAL PLC [CUK]

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2013

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Trust Shares(Beneficial Interest in Special Voting Share) ⁽¹⁾ | 08/07/2013 | | M ⁽²⁾ | V | \$ 34.45 ⁽³⁾ 235,200 | D | |
| Trust Shares(Beneficial Interest in Special Voting Share) ⁽¹⁾ | 08/07/2013 | | F ⁽²⁾ | D | \$ 37 ⁽³⁾ ⁽⁴⁾ 120,000 | D | |
| Trust Shares(Beneficial Interest in Special Voting Share) ⁽¹⁾ | 08/07/2013 | | G | V | 120,000 | D | \$ 0 0 |

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| | | | | | | | | | |
|---|------------|---|---|---------|---|------|-------------|---|---|
| Trust Shares(Beneficial Interest in Special Voting Share) <u>(1)</u> | 08/07/2013 | G | V | 120,000 | A | \$ 0 | 3,549,247 | I | By Nickel 2003 Revocable Trust |
| Trust Shares(Beneficial Interest in Special Voting Share) <u>(1)</u> | | | | | | | 107,140,843 | I | By Various Trusts <u>(5)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Option (Right to Buy) | \$ 34.45 | 08/07/2013 | | M | 120,000 | <u>(6)</u> 10/13/2013 | Trust Shares(Beneficial Interest in Special Voting Share) <u>(1)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ARISON MICKY MEIR CARNIVAL CORPORATION 3655 NW 87TH AVE MIAMI, FL 33178 | X | X | Chairman of the Board | |

Signatures

/s/ Micky Arison 08/09/2013
 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 (aka 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.

The transactions reported in this Form 4 reflect the exercise of options to purchase 120,000 shares of Carnival Corporation common stock, each paired with one Trust share, by Mr. Arison on August 7, 2013. The options had been granted to Mr. Arison pursuant to the

- (2) Amended and Restated Carnival Corporation 2002 Stock Plan in October 2003. The options were due to expire on October 13, 2013. The purchase price of common stock under the options was \$34.45. In accordance with Rule 16b-3(e), Mr. Arison surrendered 115,200 shares of Carnival common stock, each paired with one Trust Share, to pay the purchase price and applicable withholding taxes.
- (3) The prices included on this form reflect the prices of the shares of Carnival Corporation Common Stock and the paired Trust Shares.
- (4) Determined in accordance with the terms of the Amended and Restated Carnival Corporation 2002 Stock Plan, and represents the closing price of shares of Carnival Corporation common stock on August 7, 2013.

- (5) Includes (i) 100,638,843 shares of common stock held by MA 1994 B Shares, L.P.; (ii) 538,393 shares of common stock held by the Nickel 97-07 Trust; (iii) 1,795,151 shares of common stock held by the Nickel 2008-2 GRAT; (iv) 687,498 shares of common stock held by the Nickel 2009 GRAT; (v) 480,958 shares of common stock held by the Nickel 2010 GRAT; and (vi) 3,000,000 shares of common stock held by the Nickel 97A-B Trust.

- (6) The options vested 20% per year over 5 years beginning on the first anniversary of the grant date.

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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