

ARISON MICKY MEIR
Form SC 13D/A
December 18, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13D
(Rule 13d-102)

Under the Securities Exchange Act of 1934
(Amendment No. 14)*

Carnival Corporation
Carnival plc

(Name of Issuer)

Common Stock, par value \$0.01 per share, of Carnival Corporation
Special Voting Share of Carnival plc
Trust Shares (representing beneficial interests in the P&O Princess Special Voting Trust)

(Title of Class of Securities)

Common Stock: 143658 10 2 and 143658 30 0**
Special Voting Share: G7214F 12 2
Trust Shares: 143658 30 0**

(CUSIP Number)

Arnaldo Perez, Esq.
General Counsel
Carnival Corporation
3655 N.W. 87th Avenue
Miami, Florida 33178-2428
(305) 599-2600

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

December 18, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

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NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

** The Common Stock and the Trust Shares trade together under CUSIP Number 143658 30 0. See Items 1 and 4 of this Schedule 13D for additional information.

CUSIP No. Common SCHEDULE 13D

Page 2 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TAMMS MANAGEMENT CORPORATION

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 32,439

SHARES

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

-0-

EACH

REPORTING

9 SOLE DISPOSITIVE POWER

PERSON

-0-

WITH

10 SHARED DISPOSITIVE POWER

32,439

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,439

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. Common

SCHEDULE 13D

Page 3 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MA 1994 B SHARES, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT o
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 103,638,843

SHARES

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

-0-

EACH

REPORTING

9 SOLE DISPOSITIVE POWER

PERSON

103,638,843

WITH

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

103,638,843

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.4%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. Common

SCHEDULE 13D

Page 4 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MA 1994 B SHARES, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT o
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 103,638,843

SHARES

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

-0-

EACH

REPORTING

9 SOLE DISPOSITIVE POWER

PERSON

103,638,843

WITH

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

103,638,843

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.4%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. Common

SCHEDULE 13D

Page 5 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MICKY ARISON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT o
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF 110,654,768

SHARES

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

62,731,544

EACH

REPORTING

9 SOLE DISPOSITIVE POWER

PERSON

104,177,236

WITH

10 SHARED DISPOSITIVE POWER

69,209,076

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

173,386,312

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.2%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. Common SCHEDULE 13D

Page 6 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ETERNITY TWO TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT o
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES

-0-

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

574,504

EACH

REPORTING

9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-

10 SHARED DISPOSITIVE POWER

574,504

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

574,504

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common SCHEDULE 13D

Page 7 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JMD DELAWARE, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY
EACH -0-

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON
WITH -0-

10 SHARED DISPOSITIVE POWER

6,477,532

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,477,532

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.1%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. Common

SCHEDULE 13D

Page 8 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JAMES M. DUBIN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF 1,000

SHARES

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

55,669,509

EACH

REPORTING

9 SOLE DISPOSITIVE POWER

PERSON

1,000

WITH

10 SHARED DISPOSITIVE POWER

62,147,041

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,148,041

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.5%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. Common SCHEDULE 13D

Page 9 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ARTSFARE 2005 TRUST No. 2

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES -0-

BENEFICIALLY OWNED BY EACH
REPORTING PERSON 8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

37,580,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,580,930

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common

SCHEDULE 13D

Page 10 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

KNIGHT PROTECTOR, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT o
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 29,944,391

SHARES

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

25,725,118

EACH

REPORTING

9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-

10 SHARED DISPOSITIVE POWER

55,669,509

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

55,669,509

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.4%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. Common

SCHEDULE 13D

Page 11 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SUNTRUST DELAWARE TRUST COMPANY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT o
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 750,000

SHARES

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

-0-

EACH

REPORTING

9 SOLE DISPOSITIVE POWER

PERSON

-0-

WITH

10 SHARED DISPOSITIVE POWER

37,580,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

38,330,930

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.5%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common SCHEDULE 13D

Page 12 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

J.P. MORGAN TRUST COMPANY OF DELAWARE

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES

-0-

BENEFICIALLY
OWNED BY

8 SHARED VOTING POWER

EACH
REPORTING

574,504

PERSON
WITH

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

574,504

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

574,504

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common SCHEDULE 13D

Page 13 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ARTSFARE 2003 TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT o
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7 SOLE VOTING POWER

NUMBER OF
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY
EACH 900,000

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON
WITH -0-

10 SHARED DISPOSITIVE POWER

932,439

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

932,439

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common SCHEDULE 13D

Page 14 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MBA I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY
EACH 900,000

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON
WITH -0-

10 SHARED DISPOSITIVE POWER

932,439

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

932,439

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common SCHEDULE 13D

Page 15 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JOHN J. O'NEIL

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT o
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY
EACH 55,669,509

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON
WITH -0-

10 SHARED DISPOSITIVE POWER

55,669,509

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

55,669,509

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.4%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. Common

SCHEDULE 13D

Page 16 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

VERUS PROTECTOR, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES

-0-

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

37,580,930

EACH

REPORTING

9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-

10 SHARED DISPOSITIVE POWER

37,580,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,580,930

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common SCHEDULE 13D

Page 17 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

RICHARD L. KOHAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF 1,000

SHARES

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

37,581,930

EACH

REPORTING

9 SOLE DISPOSITIVE POWER

PERSON

1,000

WITH

10 SHARED DISPOSITIVE POWER

37,581,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,582,930

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. Common

SCHEDULE 13D

Page 18 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

The Schedule 13D relating to Carnival Corporation and Carnival plc is being filed by TAMMS Management Corporation ("TAMMS Corp."), MA 1994 B Shares, L.P. ("B Shares, L.P."), MA 1994 B Shares, Inc. ("B Shares, Inc."), Micky Arison, Eternity Two Trust, JMD Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, J.P. Morgan Trust Company of Delaware, Artsfare 2003 Trust, MBA I, L.P., John J. O'Neil, Verus Protector, LLC and Richard L. Kohan (collectively, the "Reporting Persons"). This Amendment No. 14 is being filed because the number of Shares beneficially owned by the Reporting Persons has decreased by an amount in excess of one percent of the total number of Shares outstanding. This Schedule 13D is hereby amended as follows:

Item 1.

Security and Issuer

No material change.

Item 2.

Identity and Background

No material change.

Item 3.

Source and Amount of Funds or Other Consideration

No material change.

Item 4.

Purpose of Transaction

On November 12, 2012, Eternity Four Trust entered into a sales plan under Rule 10b5-1 for the sale of up to 6,551,195 Shares in open market transactions (the "sales plan"). Between November 12, 2012 and December 12, 2012, 6,551,195 Shares were sold pursuant to the sales plan. In the future, similar sales plans to sell Shares beneficially owned by the Reporting Persons under Rule 10b5-1 may be effected.

Item 5.

Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

All ownership percentages set forth herein assume that there are 594,485,001 Shares outstanding, representing the total number of shares reported by Carnival Corporation in its Quarterly Report on Form 10-Q for the quarter ended August 31, 2012 filed with the SEC on October 5, 2012.

(a) and (b)(i)

CUSIP No. Common

SCHEDULE 13D

Page 19 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

- (i) TAMMS Corp. may be deemed to beneficially own all of the 32,439 Shares (approximately 0.0% of the total number of Shares outstanding) it directly holds. TAMMS Corp. has sole voting and shared dispositive power with respect to such Shares.
- (ii) B Shares, L.P. beneficially owns an aggregate of 103,638,843 Shares (approximately 17.4% of the total number of Shares outstanding), which it holds directly. B Shares, L.P. has sole voting and dispositive power with respect to all such Shares.
- (iii) B Shares, Inc. beneficially owns an aggregate of 103,638,843 Shares (approximately 17.4% of the total number of Shares outstanding), by virtue of being the general partner of B Shares, L.P. B Shares, Inc. has sole voting and dispositive power with respect to all such Shares.
- (iv) Micky Arison beneficially owns an aggregate of 173,386,312 Shares (approximately 29.2% of the total number of Shares outstanding), 3,513,925 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instrument for the Nickel 2003 Revocable Trust, 538,393 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instrument for the Nickel 97-07 Trust, 103,638,843 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instrument for the Nickel 1994 "B" Trust, 62,731,544 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the last will of Ted Arison, dated July 8, 1999 and 2,963,607 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under instruments for various grantor retained annuity trusts for his benefit: Nickel 2008-2 GRAT, Nickel 2009 GRAT and Nickel 2010 GRAT (together, the "GRATS"). Micky Arison has shared dispositive and voting power with respect to the 37,580,930 Shares held by the Artsfare 2005 Trust No. 2, and 25,150,614 Shares held by the Eternity Four Trust. Micky Arison has sole voting and dispositive power with respect to the 538,393 Shares held by the Nickel 97-07 Trust and the 103,638,843 Shares indirectly held by the Nickel 1994 "B" Trust. Micky Arison has sole voting and shared dispositive power with respect to the 3,513,925 Shares held by the Nickel 2003 Revocable Trust and the 2,963,607 Shares held by the GRATS. Micky Arison is deemed to be the beneficial owner of the 2,963,607 Shares held by the GRATS.
- (v) Eternity Two Trust beneficially owns an aggregate of 574,504 Shares (approximately 0.1% of the total number of Shares outstanding), which it holds directly. Eternity Two Trust has shared voting and dispositive power with respect to the 574,504 Shares held by it.
- (vi) JMD Delaware, Inc. beneficially owns an aggregate of 6,477,532 Shares (approximately 1.1% of the total number of Shares outstanding), by virtue of being the trustee of the Nickel 2003 Revocable Trust and the various GRATS for the benefit of Micky Arison. JMD Delaware, Inc. has shared dispositive power with respect to the 3,513,925 Shares held by the Nickel 2003 Revocable Trust and the 2,963,607 Shares held by the GRATS. Accordingly, JMD Delaware, Inc. may be deemed to beneficially own such Shares for which it expresses voting and/or dispositive power. JMD Delaware, Inc. disclaims beneficial ownership of all such Shares.

CUSIP No. Common

SCHEDULE 13D

Page 20 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

(vii) James M. Dubin beneficially owns an aggregate of 62,148,041 Shares (approximately 10.5% of the total number of Shares outstanding), 1,000 Shares of which he holds directly and 62,147,041 Shares with respect to which he has a beneficial interest by virtue of being the sole shareholder of JMD Delaware, Inc. and a fifty-percent shareholder of Knight Protector, Inc.. Mr. Dubin has sole voting and dispositive power with respect to the 1,000 Shares he holds directly. Mr. Dubin has shared voting power with respect to 29,944,391 Shares held by Eternity Four Trust, 25,150,614 Shares held by Eternity Four Trust and 574,504 Shares held by Eternity Two Trust. Mr. Dubin has shared dispositive power with respect to the 55,095,005 Shares held by Eternity Four Trust, the 3,513,925 Shares held by the Nickel 2003 Revocable Trust, the 574,504 Shares held by Eternity Two Trust, and the 2,963,607 Shares held by the GRATS. Accordingly, Mr. Dubin may be deemed to beneficially own such Shares for which he exercises voting and/or dispositive power. Mr. Dubin disclaims beneficial ownership of all such Shares, except for the 1,000 Shares he holds directly.

(viii) Artsfare 2005 Trust No. 2 beneficially owns the 37,580,930 Shares for which it exercises shared dispositive power (approximately 6.3% of the total number of Shares outstanding).

(ix) Knight Protector, Inc. beneficially owns an aggregate of 55,669,509 Shares (approximately 9.4% of the total number of Shares outstanding), by virtue of being the protector of Eternity Four Trust and the protector of Eternity Two Trust. Knight Protector, Inc. has shared voting and dispositive power with respect to the 574,504 Shares held by Eternity Two Trust. Knight Protector, Inc. has shared dispositive power with respect to 55,095,005 Shares held by Eternity Four Trust. Knight Protector, Inc. has shared voting power with respect to 25,150,614 Shares held by Eternity Four Trust, and has sole voting power with respect to 29,944,391 Shares held by Eternity Four Trust.

(x) SunTrust Delaware Trust Company beneficially owns 38,330,930 Shares (approximately 6.5% of the total number of Shares outstanding), by virtue of being the trustee of Artsfare 2005 Trust No. 2 and Dozer Trust. SunTrust Delaware Trust Company has sole voting power with respect to the 750,000 Shares held by Dozer Trust and shared dispositive power with respect to the 37,580,930 Shares held by Artsfare 2005 Trust No. 2. Accordingly, SunTrust Delaware Trust Company may be deemed to beneficially own such Shares for which it exercises such voting and/or dispositive power. SunTrust Delaware Trust Company disclaims beneficial ownership of such Shares.

(xi) J.P. Morgan Trust Company of Delaware beneficially owns 574,504 Shares (approximately 0.1% of the total number of Shares outstanding), by virtue of being the sole trustee of Eternity Two Trust. J.P. Morgan Trust Company of Delaware has shared voting and dispositive power with respect to the 574,504 Shares held directly by Eternity Two Trust. Accordingly, J.P. Morgan Trust Company of Delaware may be deemed to beneficially own such Shares for which it exercises shared voting and/or dispositive power. J.P. Morgan Trust Company of Delaware disclaims beneficial ownership of such Shares.

(xii) Artsfare 2003 Trust beneficially owns an aggregate of 932,439 Shares (approximately 0.1% of the total number of Shares outstanding), 900,000 of which it holds beneficially by virtue of its interest in MBA I, L.P. and 32,439 of which it holds beneficially by virtue of the limited partnership interest of MBA I, L.P. as sole stockholder of TAMMS Corp. Artsfare 2003 Trust has shared voting and dispositive power with respect to the 900,000 Shares

directly held by MBA I, L.P. and exercises shared dispositive power over the 32,439 Shares held indirectly by MBA I, L.P., by virtue of being the sole stockholder of TAMMS Corp.

(xiii) MBA I, L.P. beneficially owns an aggregate of 932,439 Shares (approximately 0.1% of the total number of Shares outstanding), 900,000 Shares of which it holds directly and 32,439 Shares of which it owns beneficially by virtue of its interest in TAMMS Corp. MBA I, L.P. has shared voting and dispositive power over the 900,000 Shares it holds directly and exercises shared dispositive power over the 32,439 Shares held by TAMMS Corp.

(xiv) John J. O'Neil beneficially owns an aggregate of 55,669,509 Shares (approximately 9.4% of the total number of Shares outstanding) by virtue of being a fifty-percent shareholder of Knight Protector, Inc. Mr. O'Neil has shared voting and dispositive power with respect to the 574,504 Shares held by Eternity Two Trust. Mr. O'Neil has shared voting power with respect to 29,944,391 Shares held by Eternity Four Trust and 25,150,614 Shares held by Eternity Four Trust. Mr. O'Neil has shared dispositive power with respect to the 55,095,005 Shares held by Eternity Four Trust. Accordingly, Mr. O'Neil may be deemed to beneficially own such Shares for which he exercises shared voting and/or dispositive power. Mr. O'Neil disclaims beneficial ownership of all such Shares.

(xv) Verus Protector, LLC beneficially owns an aggregate of 37,580,930 Shares (approximately 6.3% of the total Shares outstanding), by virtue of being the protector of Artsfare 2005 Trust No.2. Verus Protector, LLC has shared voting and dispositive power with respect to the 37,580,930 Shares held by Artsfare 2005 Trust No.2.

(xvi) Richard L. Kohan beneficially owns an aggregate of 37,582,930 Shares (approximately 6.3% of the total Shares outstanding), by virtue of being the sole member of Verus Protector, LLC, and owning 1,000 Shares indirectly and 1,000 Shares directly. Mr. Kohan has shared voting and dispositive power with respect to the 37,580,930 Shares held by Artsfare 2005 Trust No.2. Mr. Kohan has shared voting and dispositive power with respect to the 1,000 Shares held by his wife and sole voting and dispositive power with respect to the 1,000 Shares he holds directly.

(xvii) The Reporting Persons, as a group, beneficially own an aggregate of 205,590,646 Shares (approximately 34.6% of the total number of Shares outstanding). The Reporting Persons, as a group, have sole voting and dispositive power over all such Shares, except for Shares held by Eternity Four Trust over which Citigroup Institutional Trust Company exercises shared dispositive power.

CUSIP No. Common

SCHEDULE 13D

Page 21 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

(c) During the past 60 days (i) Micky Arison exercised 120,000 opinions with an exercise price of \$27.875 per share on November 9, 2012 (as was reported on a Form 4 filed with the SEC on November 14, 2012) and (ii) Eternity Four Trust sold Shares in open market transactions on the New York Stock Exchange pursuant to a sales plan under Rule 10b5-1 as noted in Schedule I, which is incorporated by reference in its entirety to this Item 5(c). Except as set forth in this paragraph (c), to the best knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in the Shares during the past 60 days.

(d) Each of the Reporting Persons affirms that no person other than such Reporting Person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares owned by such Reporting Person.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is amended and supplemented as follows by incorporating by reference the information set forth in Item 4 above.

Item 7. Material to be Filed as Exhibits

The following exhibits have been filed with this Schedule 13D/A.

Exhibit 41 Joint Filing Agreement, dated as of December 18, 2012, among TAMMS Management Corporation, MA 1994 B Shares, L.P., MA 1994 B Shares, Inc., Micky Arison, Eternity Two Trust, JMD Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, J.P. Morgan Trust Company of Delaware, Artsfare 2003 Trust, MBA I, L.P., John J. O'Neil, Verus Protector, LLC and Richard L. Kohan.

The Power of Attorney filed for Verus Protector, LLC and Richard L. Kohan as an exhibit to Amendment No. 13 to Schedule 13D filed on July 16, 2012, the Power of Attorney filed for Eternity Two Trust and J.P. Morgan Trust Company of Delaware as an exhibit to Amendment No. 8 to Schedule 13D filed on March 22, 2005, the Power of Attorney filed for SunTrust Delaware Trust Company as an exhibit to the Form 4 for Artsfare 1992 Irrevocable Trust filed on January 31, 2005, the Power of Attorney filed for Artsfare 2005 Trust No. 2 as an exhibit to the Form 3 filed on December 22, 2005 and the Powers of Attorney filed for the other signatories hereto as an exhibit to Amendment No. 4 to Schedule 13D filed on February 23, 2004 are hereby incorporated herein by reference.

CUSIP No. Common

SCHEDULE 13D

Page 22 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: December 18, 2012

TAMMS MANAGEMENT CORPORATION

MA 1994 B SHARES, L.P.

MA 1994 B SHARES, INC.

MICKY ARISON

ETERNITY TWO TRUST

JMD DELAWARE, INC.

JAMES M. DUBIN

ARTSFARE 2005 TRUST NO. 2

KNIGHT PROTECTOR, INC.

SUNTRUST DELAWARE TRUST COMPANY

J.P. MORGAN TRUST COMPANY OF DELAWARE

ARTSFARE 2003 TRUST

MBA I, L.P.

JOHN J. O'NEIL

VERUS PROTECTOR, LLC

RICHARD L. KOHAN

By: John J. O'Neil,
Attorney-in-Fact

/s/ John J. O'Neil

KNIGHT
PROTECTOR, INC.

John J. O'Neil,
By: Authorized
Signatory

/s/ John J. O'Neil

/s/ John J. O'Neil
John J. O'Neil

CUSIP No. Common

SCHEDULE 13D

Page 23 of 24

Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

INDEX TO EXHIBITS

Exhibits

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CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

Page 24 of 24

SCHEDULE I

ETERNITY FOUR TRUST

Date	No. of Shares Sold	Average Price Per Share
11/14/2012	311,090	\$38.15852
11/15/2012	292,953	\$37.46449
11/16/2012	493,013	\$37.44165
11/19/2012	466,764	\$38.08678
11/20/2012	328,294	\$38.14736
11/21/2012	177,964	\$38.28775
11/23/2012	222,287	\$38.91636
11/26/2012	255,610	\$38.55248
11/27/2012	340,042	\$38.45380
11/28/2012	435,406	\$38.37360
11/29/2012	278,051	\$38.68870
11/30/2012	261,684	\$38.62510
12/03/2012	249,007	\$38.64180
12/04/2012	419,445	\$37.78360
12/05/2012	292,106	\$37.27110
12/06/2012	453,390	\$37.43110
12/07/2012	338,047	\$37.78600
12/10/2012	431,843	\$37.89040
12/11/2012	237,505	\$37.95320
12/12/2012	266,694	\$38.07380

