

CARNIVAL PLC
Form 4
June 09, 2014

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)

C/O 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)
06/05/2014

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 | (A) or (D) | Price | | | |
| Trust Shares(Beneficial Interest in Special Voting Share) ⁽¹⁾ | 06/05/2014 | | S | | 42,672 ⁽²⁾ | D | \$ 40.1152 ⁽³⁾ | 238,537 | I | By Nickel 97-07 Trust |
| Trust Shares(Beneficial Interest in Special Voting Share) ⁽¹⁾ | 06/05/2014 | | S | | 230,038 ⁽²⁾ | D | \$ 40.1152 ⁽⁴⁾ | 97,022,370 | I | By MA 1994 B Shares, L.P. |
| Trust Shares(Beneficial Interest in Special | 06/05/2014 | | S | | 123,579 ⁽²⁾ | D | \$ 40.1152 ⁽⁵⁾ | 3,725,164 | I | By Nickel 2003 Revocable |

| | | | | | | | | | |
|---|------------|---|---------------------------|---|---------------------------------|------------|---|--|---|
| Voting Share) ⁽¹⁾ | | | | | | | | | Trust |
| Trust Shares(Beneficial Interest in Special Voting Share) ⁽¹⁾ | 06/06/2014 | S | 60,884 ⁽²⁾ | D | \$ 40.3309 ⁽⁶⁾ | 177,653 | I | | By Nickel 97-07 Trust |
| Trust Shares(Beneficial Interest in Special Voting Share) ⁽¹⁾ | 06/06/2014 | S | 328,220 ⁽²⁾ | D | \$ 40.3309 ⁽⁷⁾ | 96,694,150 | I | | By MA 1994 B Shares, L.P. |
| Trust Shares(Beneficial Interest in Special Voting Share) ⁽¹⁾ | 06/06/2014 | S | 176,324 ⁽²⁾ | D | \$ 40.3309 ⁽⁸⁾ | 3,548,840 | I | | By Nickel 2003 Revocable Trust |
| Trust Shares(Beneficial Interest in Special Voting Share) ⁽¹⁾ | | | | | | 1,954,324 | I | | By various trusts ⁽⁹⁾ |

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.

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(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 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 |
| | X | X | Chairman of the Board | |

ARISON MICKY MEIR
 C/O CARNIVAL CORPORATION
 3655 NW 87TH AVE
 MIAMI, FL 33178

Signatures

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

06/09/2014

__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

(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) 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.

(3) The transaction was executed in multiple trades at prices ranging from \$40.03 to \$40.19. 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 \$40.19. 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 \$40.03 to \$40.19. 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 \$40.135 to \$40.55. 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 \$40.135 to \$40.55. 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) The transaction was executed in multiple trades at prices ranging from \$40.135 to \$40.55. 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.

(9) 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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