

ARISON MICKY MEIR

Form 4

August 26, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ARISON MICKY MEIR

2. Issuer Name and Ticker or Trading Symbol
CARNIVAL CORP [CCL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O CARNIVAL CORPORATION, 3655 NW 87TH AVENUE

08/24/2009

Chairman & CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MIAMI, FL 33178

(City) (State) (Zip)

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 Price (D) | | | | | |
| Common Stock | 08/24/2009 | | S | | 8,000 (1) | D | \$ 31.0666 (2) | 1,818,234 | I | By Nickel 2003 Revocable Trust |
| Common Stock | 08/24/2009 | | S | | 49,509 (1) | D | \$ 31.0666 (2) | 105,963,232 | I | By MA 1994 B Shares, L.P. |
| Common Stock | 08/25/2009 | | S | | 8,000 (1) | D | \$ 31.0603 (3) | 1,810,234 | I | By Nickel 2003 Revocable |

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 August 12, 2009.

(2) This transaction was executed in multiple trades at prices ranging from \$30.6000 to \$31.6300. 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) This transaction was executed in multiple trades at prices ranging from \$30.7400 to \$31.2600. 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) Includes (i) 538,393 shares of common stock held by the Nickel 97-06 Trust; (ii) 1,108,470 shares of common stock held by the Nickel 2006 GRAT; (iii) 382,587 shares of common stock held by the Nickel 2007 GRAT; (iv) 673,803 shares of common stock held by the Nickel 2008 GRAT; and (v) 2,600,000 shares of common stock held by the Nickel 2008-2 GRAT.

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.