**CARNIVAL CORP** 

Form 4

October 20, 2016

## FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations

may continue. See Instruction 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)

**MIAMI, FL 33178** 

1(b).

1. Name and Address of Reporting Person \* DONALD ARNOLD W

2. Issuer Name and Ticker or Trading Symbol

CARNIVAL CORP [CCL]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

CARNIVAL CORPORATION, 3655 10/18/2016 N.W. 87TH AVENUE

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

**OMB** 

Number:

Expires:

response...

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

\_X\_\_ Director 10% Owner X\_ Officer (give title \_ Other (specify below)

President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

(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. Transactic Code (Instr. 8)	4. Securitie orDisposed o (Instr. 3, 4	f (D)	uired (A) or	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)	
Common Stock	10/18/2016		A(1)	432,518 (2)	A	\$ 0	609,597.118 (3)	D		
Common Stock	10/18/2016		S	91,813 (4)	D	\$ 46.6725 (5)	517,784.118	D		

Common Stock

14,556 I By The Arnold W. Donald Revocable Trust Uad 5/26/98

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<ol> <li>Title of</li> </ol>	2.	3. Transaction Date	3A. Deemed	4.		5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	•		Secur	ities	(Instr. 5)
	Derivative		•			Securities			(Instr	. 3 and 4)	
	Security					Acquired			`		
	Ĭ					(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
						, ,					
										Amount	
							Date	Expiration		or	
							Exercisable Date	Title Number	Number		
							LACICISADIC Date		of		
				Code	V	(A) (D)				Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DONALD ADNOLD W								

DONALD ARNOLD W CARNIVAL CORPORATION 3655 N.W. 87TH AVENUE MIAMI, FL 33178

X

President & CEO

### **Signatures**

/s/ Arnold W. Donald 10/20/2016

\*\*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).
- Grant of performance-based restricted stock units ("Performance RSUs") granted on October 14, 2013 pursuant to the Carnival Corporation 2011 Stock Plan and the Reporting Person's Employment Agreement. Each Performance RSU represents one share of Carnival Corporation common stock. The Performance RSU's will vest 50% as of October 18, 2016 and 50% as of October 14, 2017.
- (2) The reporting person was eligible to earn from 0-5 times the stated target amount of Performance RSUs to the extent that the compound annual growth rate of Carnival Corporation & plc's total shareholder return over a three year performance cycle

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exceeded specified performance goals.

- Includes shares acquired pursuant to the purchase under, or the dividend reinvestment feature of, the reporting person's brokerage account or the Carnival Corporation Employee Stock Purchase Plan.
- (4) Represents a surrender of shares to satisfy the tax obligation on the vesting of the Performance RSUs.
- This transaction was executed in multiple trades at prices ranging from \$46.510 to \$46.990. The price reported reflects the average sale price. 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 transaction was effected.

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.