RATCLIFFE PETER GERVIS

Form 4 April 17, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RATCLIFFE PETER GERVIS

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(First) (Middle) (Last)

CARNIVAL CORP [CCL]

(Check all applicable)

OMB

Number:

Expires:

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

C/O CARNIVAL

CORPORATION, 3655 NW 87TH **AVE**

3. Date of Earliest Transaction

(Month/Day/Year) 04/15/2009

X_ Director 10% Owner Officer (give title Other (specify

below)

(Street)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MIAMI, FL 33178

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) 5. Amount of Securities Beneficially Owned (I)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of 8. l Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		S
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	\$ 0	04/15/2009		A(2)	4,647	04/15/2012	<u>(3)</u>	Common Stock	4,647	

(In

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RATCLIFFE PETER GERVIS C/O CARNIVAL CORPORATION 3655 NW 87TH AVE MIAMI, FL 33178



Signatures

/s/ Peter G Ratcliffe 04/17/2009

**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).
- (1) Award of restricted stock units which represents a hypothetical interest in Carnival Corporation common stock, which will vest on the third anniversary of the grant date. The restricted stock units will accumulate dividend equivalents and may only be settled in shares.
- (2) Grant made pursuant to the Carnival Corporation 2001 Outside Director Stock Plan.
- (3) No expiration date. The award will either vest or be forfeited pursuant to the terms of the Restricted Stock Unit Agreement between the reporting person an the issuer.

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.

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