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CARNIVAL CORP
Form 8-K
October 25, 2002

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 24, 2002

CARNIVAL CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|---|
| Republic of Panama (State or other jurisdiction of incorporation) | 1-9610 (Commission File Number) | 59-1562976 (I.R.S. Employer Identification No.) |
|---|---------------------------------------|---|

| | |
|---|--------------------------|
| 3655 N.W. 87/th/ Avenue, Miami, Florida (Address of principal executive offices) | 33178-2428 (zip code) |
|---|--------------------------|

Registrant's telephone number, including area code: (305) 599-2600

Item 5. Other Events and Regulation FD Disclosure.

On October 24, 2002, Carnival Corporation (the "Registrant") issued a press release relating to its pre-conditional proposal to enter into a dual listed company structure with P&O Princess Cruises plc ("P&O Princess"), which will be coupled with an offer to exchange up to 20% of P&O Princess' issued Ordinary Shares for shares of the Common Stock of Carnival. The press release relating to the proposal is attached as Exhibit 99.1 to this report and is incorporated in this item by reference.

Item 7. Financial Statements and Exhibits.

(c) Exhibits

| Exhibit ----- | Exhibit Description ----- |
|------------------|---|
| 99.1 | Press Release of the Registrant dated October 24, 2002. |

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- 99.2 Form of Offer and Implementation Agreement between the Registrant and P&O Princess.
- 99.3 Form of Third Amended and Restated Articles of Incorporation of the Registrant.
- 99.4 Form of Amended and Restated Bylaws of the Registrant.
- 99.5 Form of Memorandum of Association of P&O Princess.
- 99.6 Form of Articles of Association of P&O Princess.
- 99.7 Form of Equalization and Governance Agreement between the Registrant and P&O Princess.
- 99.8 Form of Carnival Deed Poll Guarantee by the Registrant in favor of creditors.
- 99.9 Form of P&O Princess Deed Poll Guarantee by P&O Princess in favor of creditors.
- 99.10 Form of Carnival Deed Poll by the Registrant in favor of P&O Princess Shareholders.
- 99.11 Form of SVC Special Voting Deed.

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 24, 2002

CARNIVAL CORPORATION

By: /s/ Gerald R. Cahill

Gerald R. Cahill
Senior Vice President Finance and
Chief Financial Officer

Exhibit List

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99.11 Princess Shareholders.
Form of SVC Special Voting Deed.