

CARNIVAL PLC
Form 4
August 02, 2006

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 *
DICKINSON ROBERT H

(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)
08/01/2006

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)
President & CEO - CCL

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 Ownership (Instr. 4) |
|---------------------------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Trust Shares (beneficial interest in special voting share) ⁽¹⁾ | 08/01/2006 | | A ⁽²⁾ | | 40,000 | A | \$ 0 |
| | | | | | 40,000 | | |
| Trust Shares (beneficial interest in | 08/01/2006 | | G ⁽³⁾ | | 40,000 | D | \$ 0 |
| | | | | | 0 | | 0 |
| | | | | | | | |

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| | | | | | | | | |
|-----------------------------------------------------------------------|------------|---|--------|---|----------|---------|---|----------------------------------------------|
| special voting share) <u>(1)</u> | | | | | | | | |
| Trust Shares (beneficial interest in special voting share) <u>(1)</u> | 08/01/2006 | G | 40,000 | A | \$ 0 | 317,000 | I | By Dickinson Enterprises Limited Partnership |
| Trust Shares (beneficial interest in special voting share) <u>(1)</u> | 08/01/2006 | S | 700 | D | \$ 38.35 | 316,300 | I | By Dickinson Enterprises Limited Partnership |
| Trust Shares (beneficial interest in special voting share) <u>(1)</u> | 08/01/2006 | S | 4,200 | D | \$ 38.33 | 312,100 | I | By Dickinson Enterprises Limited Partnership |
| Trust Shares (beneficial interest in special voting share) <u>(1)</u> | 08/01/2006 | S | 16,500 | D | \$ 38.32 | 295,600 | I | By Dickinson Enterprises Limited Partnership |
| Trust Shares (beneficial interest in special voting share) <u>(1)</u> | 08/01/2006 | S | 5,000 | D | \$ 38.31 | 290,600 | I | By Dickinson Enterprises Limited Partnership |
| Trust Shares (beneficial interest in special voting share) <u>(1)</u> | 08/01/2006 | S | 4,300 | D | \$ 38.3 | 286,300 | I | By Dickinson Enterprises Limited Partnership |
| Trust Shares | 08/01/2006 | S | 4,300 | D | \$ 38.02 | 282,000 | I | By Dickinson |

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| | | | | | | | | |
|---------------------------------------------------------------------------|------------|---|-------|---|----------|---------|---|----------------------------------------------|
| (beneficial interest in special voting share) ⁽¹⁾ | | | | | | | | Enterprises Limited Partnership |
| Trust Shares (beneficial interest in special voting share) ⁽¹⁾ | 08/01/2006 | S | 200 | D | \$ 38.01 | 281,800 | I | By Dickinson Enterprises Limited Partnership |
| Trust Shares (beneficial interest in special voting share) ⁽¹⁾ | 08/01/2006 | S | 4,800 | D | \$ 38 | 277,000 | I | By Dickinson Enterprises Limited Partnership |

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

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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Options (Right to buy) | \$ 38.46 | 08/01/2006 | | A ⁽⁴⁾ | 80,000 | 08/01/2007 ⁽⁵⁾ 08/01/2016 | Trust Shares (beneficial interest in special voting share) ⁽¹⁾ 80,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DICKINSON ROBERT H C/O CARNIVAL CORPORATION 3655 NW 87TH AVE MIAMI, FL 33178 | X | | President & CEO - CCL | |

Signatures

Robert H.
Dickinson

08/01/2006

**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) Grant of restricted stock made pursuant to the Carnival Corporation Amended and Restated 2002 Stock Plan and the terms of an Executive Long-Term Compensation Agreement. The restriction on the shares lapse on the fifth anniversary of the grant date.
 - (3) Gift of restricted shares to the Dickinson Enterprises Limited Partnership.
 - (4) Grant of stock options pursuant to the Carnival Corporation Amended and Restated 2002 Stock Plan and the terms of an Executive Long-Term Compensation Agreement.
 - (5) Options vest ratably over five years beginning on the first anniversary of the grant date.

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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