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CARNIVAL CORP  
Form POS AM  
April 28, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 28, 2003

REGISTRATION NO. 333-62950

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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POST-EFFECTIVE AMENDMENT NO. 1  
TO FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

CARNIVAL CORPORATION  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

REPUBLIC OF PANAMA  
(STATE OR OTHER JURISDICTION  
OF INCORPORATION OR ORGANIZATION)

59-1562976  
(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

3655 N.W. 87TH AVENUE  
MIAMI, FLORIDA 33178-2428  
(305) 599-2600

(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING  
AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

ARNALDO PEREZ, ESQ.  
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY  
CARNIVAL CORPORATION  
3655 N.W. 87TH AVENUE  
MIAMI, FLORIDA 33178-2428  
(305) 599-2600

(NAME, ADDRESS, INCLUDING ZIP CODE, AND  
TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

COPIES TO:

JOHN C. KENNEDY, ESQ.  
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP  
1285 AVENUE OF THE AMERICAS  
NEW YORK, NY 10019  
(212) 373-3000  
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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: Not applicable.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, other than securities offered only in

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connection with dividend or interest reinvestment plans, please check the following box. [X]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: [ ] \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: [ ] \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ] \_\_\_\_\_

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EXPLANATORY NOTE

Pursuant to a Registration Statement on Form S-3 (File No. 333-62950) (the "Registration Statement"), Carnival Corporation (the "Company") registered the resale (the "Offering") by the selling securityholders named therein of (i) up to \$600,000,000 aggregate principal amount of 2% Convertible Debentures due 2021 (the "Debentures") and (ii) up to 15,400,000 shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of the Company (plus an indeterminate number of additional shares of Common Stock that could be issued upon conversion of the Debentures as a result of conversion price adjustments). The Registration Statement was declared effective on October 4, 2001.

The Company is no longer required to keep the Registration Statement effective pursuant to the terms of the Registration Rights Agreement, dated as of April 25, 2001, among the Company, Merrill Lynch & Co. and Merrill Lynch, Pierce, Fenner and Smith Incorporated. Accordingly, this Post-Effective Amendment No. 1 to the Registration Statement is being filed for the purpose of withdrawing from registration the Debentures and shares of Common Stock that were not sold in the Offering.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami, State of Florida, on April 28, 2003.

CARNIVAL CORPORATION

By: /s/ Gerald R. Cahill  
-----  
Name: Gerald R. Cahill

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Title: Senior Vice President - Finance  
and Chief Financial and  
Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post Effective Amendment No. 1 to the Registration Statement has been signed on April 28, 2003 by the following persons in the capacities indicated.

| SIGNATURES  | TITLE   | DATE           |
|---|---|----------------|
| *<br>-----<br>Micky Arison                        | Director, Chairman of the Board<br>and Chief Executive Officer<br>(Principal Executive Officer)   | April 28, 2003 |
| -----<br>Howard S. Frank                          | Director, Vice-Chairman of the<br>Board and Chief Operating<br>Officer  |                |
| /s/ Gerald R. Cahill<br>-----<br>Gerald R. Cahill | Senior Vice President--Finance<br>and Chief Financial and<br>Accounting Officer<br>(Principal Financial Officer<br>and Principal Accounting<br>Officer) | April 28, 2003 |
| -----<br>Robert H. Dickinson                      | Director  |                |
| -----<br>Pier Luigi Foschi                        | Director  |                |

| SIGNATURES                      | TITLE    | DATE           |
|---------------------------------|----------|----------------|
| *<br>-----<br>A. Kirk Lanterman | Director | April 28, 2003 |

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|                             |          |                |
|-----------------------------|----------|----------------|
| -----<br>Peter G. Ratcliffe | Director |                |
| *<br>-----                  |          |                |
| Stuart Subotnick            | Director | April 28, 2003 |
| *<br>-----                  |          |                |
| Richard G. Capen, Jr.       | Director | April 28, 2003 |
| *<br>-----                  |          |                |
| Arnold W. Donald            | Director | April 28, 2003 |
| -----                       |          |                |
| Baroness Hogg               | Director |                |
| *<br>-----                  |          |                |
| Modesto A. Maidique         | Director | April 28, 2003 |
| -----                       |          |                |
| Sir John Parker             | Director |                |
| *<br>-----                  |          |                |
| Uzi Zucker                  | Director | April 28, 2003 |

\* By: /s/ Gerald R. Cahill

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Gerald R. Cahill  
Attorney-in-Fact