

CARNIVAL CORP
Form 4
October 31, 2007

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 *
Artsfare 2005 Trust No. 2

2. Issuer Name and Ticker or Trading Symbol
CARNIVAL CORP [CCL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SUNTRUST DELAWARE TRUST COMPANY, 1011 CENTRE ROAD, SUITE 108

3. Date of Earliest Transaction (Month/Day/Year)
10/29/2007

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)

See Footnote 1 below

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WILMINGTON, DE 19805

(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. 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 10/29/2007 | | S | | 7,900 (2) | D | \$ 48 32,653,964 D (1) |
| Common Stock | 10/29/2007 | | S | | 400 (2) | D | \$ 48.01 32,653,564 D (1) |
| Common Stock | 10/29/2007 | | S | | 11,200 (2) | D | \$ 48.05 32,642,364 D (1) |
| Common Stock | 10/29/2007 | | S | | 3,500 (2) | D | \$ 48.06 32,638,864 D (1) |
| Common Stock | 10/29/2007 | | S | | 1,899 (2) | D | \$ 48.07 32,636,965 D (1) |

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| | | | | | | | |
|--------------|------------|---|--------------|---|----------|------------|-------|
| Common Stock | 10/29/2007 | S | 1,601 (2) | D | \$ 48.08 | 32,635,364 | D (1) |
| Common Stock | 10/29/2007 | S | 400 (2) | D | \$ 48.09 | 32,634,964 | D (1) |
| Common Stock | 10/29/2007 | S | 300 (2) | D | \$ 48.11 | 32,634,664 | D (1) |
| Common Stock | 10/29/2007 | S | 600 (2) | D | \$ 48.12 | 32,634,064 | D (1) |
| Common Stock | 10/29/2007 | S | 1,300 (2) | D | \$ 48.14 | 32,632,764 | D (1) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------------|
| | Director | 10% Owner | Officer | Other |
| Artsfare 2005 Trust No. 2 C/O SUNTRUST DELAWARE TRUST COMPANY 1011 CENTRE ROAD, SUITE 108 WILMINGTON, DE 19805 | | | | See Footnote 1 below |

Signatures

/s/ John J. O'Neil, Attorney-in-Fact for SunTrust Delaware Trust Company,
Trustee

10/31/2007

__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).

- The reporting person may be deemed a member of a Section 13(d) group that owns more than 10% of the Common Stock of Carnival Corporation. However, the reporting person disclaims such group membership, and this report shall not be deemed an admission that the
- (1) reporting person is a member of a Section 13(d) group that owns more than 10% of the Common Stock of Carnival Corporation for purposes of Section 16 or for any other purpose.
 - (2) These shares were sold pursuant to a Rule 10b5-1(c) sales plan dated October 24, 2007.

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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