CARNIVAL PLC

Form 5

January 13, 2012

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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

Washington, D.C. 20549

Expires: 2005 Estimated average burden hours per response... 1.0

January 31,

Number:

may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

(City)

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and AcETERNITY (Last)		-	2. Issuer Name and Ticker or Trading Symbol CARNIVAL PLC [CUK] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			
C/O JP MORGAN TRUST CO OF DE, TRUSTEE, 500 STANTON CHRISTIANA ROAD			11/30/2011	Officer (give title _X_ Other (specify below) See Remarks			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)			
NEWARK,Â	DEÂ 1971	13		_X_ Form Filed by One Reporting Person			

Form Filed by More than One Reporting Person

(City)	(State) (Z	Table	I - Non-Deriv	ative Securi	ities A	cquire	d, Disposed of,	or Beneficially	y 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 at end of Issuer's	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)	(I) (Instr. 4)	
Trust Shares (beneficial interest in special vtg shares) (1)	06/28/2011	Â	G	435,000	D	\$0	1,444,504	D	Â
Trust Shares (beneficial interest in	06/28/2011	Â	G	435,000	D	\$0	1,009,504	D	Â

special vtg shares) $\frac{(1)}{(1)}$

Trust Shares (beneficial

interest in 06/28/2011 Â G 435,000 D \$ 0 574,504 D Â

special vtg shares) (1)

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

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SEC 2270 (9-02)

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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)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ETERNITY TWO TRUST

C/O JP MORGAN TRUST CO OF DE, TRUSTEE 500 STANTON CHRISTIANA ROAD

NEWARK, DEÂ 19713

Signatures

J.P. Morgan Trust Company of Delaware, as Trustee, By: /s/ Anne S. Dougherty, Managing Director

01/13/2012

**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).

(1)

Reporting Owners 2

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Represents Trust Shares of beneficial interests in the Trust. In connection with the dual listed company transaction between Carnival plc (formerly known as 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 holders of common stock of Carnival Corporation (the "Carnival Corporation Common Stock"). Following the completion of the DLC Transaction, 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.

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Remarks:

The reporting person may be deemed a member of a Section 13(d) group that owns more than 1 Note: File three copies of this Form, one of which must be manually signed. If space provided 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.