**CARNIVAL PLC** Form 4

January 19, 2005

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

Estimated average burden hours per

response... 0.5

**OMB APPROVAL** 

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

Check this box

**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 may continue.

See Instruction 1(b).

interest in

share)  $\frac{(1)}{(2)}$ (3)(4)

special

voting

01/17/2005

(Print or Type Responses)

1. Name and Address of Reporting Person \*

MA 1997 HOLDINGS INC

WIA 1997 IIC	DEDINGS INC	CARNI	VAL PLC [CUK]	(Check all applicable)				
(Last) 1201 NORTH	(First) (Mi	(Month/D	•	Director 10% Owner Officer (give titleX Other (specify below) See Footnote (3) Below				
WILMINGT	(Street) ON, DE 19899-13	Filed(Mon	ndment, Date Original hth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) (Z	Table Table	e 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)	Code (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or					
Ordinary Shares				0 D				
Trust Shares (beneficial				D., M.A				

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

G

60,000 A

\$0

2,599,265

By MA

Holdings,

1997

L.P.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5. onNumber	6. Date Exerc Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Under Securi	rlying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

MA 1997 HOLDINGS INC 1201 NORTH MARKET STREET WILMINGTON, DE 19899-1347

See Footnote (3) Below

# **Signatures**

/s/ John J. O'Neil, Vice President

01/19/2005

\*\*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 Special Voting Trust (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.
- (3) The reporting person may be deemed a member of a Section 13(d) group that owns more than 10% of the Trust Shares and an interest in the Carnival plc special voting share. However, the reporting person disclaims such group membership, and this report shall not be

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deemed an admission that the reporting person is a member of a Section 13(d) group that owns more than 10% of the Trust Shares and an interest in the Carnival plc special voting share for purposes of Section 16 or for any other purpose.

On January 17, 2005, Micky Arison received 60,000 restricted shares of Carnival Corporation common stock under the Carnival

Corporation 2002 Stock Plan and the Executive Long-Term Compensation Agreement between Micky Arison and Carnival Corporation.

On that same day, Micky Arison transferred all 60,000 shares of Carnival Corporation common stock to MA 1997 Holdings, L.P. for no consideration. The restrictions on the 60,000 shares lapse effective January 17, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space 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.