

CARNIVAL CORP
Form 4
August 02, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 CORP [CCL]

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 08/01/2006 | | A ⁽¹⁾ | 40,000 | A | \$ 0 | 40,000 | D | |
| Common Stock | 08/01/2006 | | G ⁽²⁾ | 40,000 | D | \$ 0 | 0 | D | |
| Common Stock | 08/01/2006 | | G | 40,000 | A | \$ 0 | 317,000 | I | By Dickinson Enterprises Limited Partnership |
| Common | 08/01/2006 | | S | 700 | D | \$ | 316,300 | I | By |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|--|
| Stock | | | | | 38.35 | | | Dickinson Enterprises Limited Partnership |
| Common Stock | 08/01/2006 | S | 4,200 | D | \$ 38.33 | 312,100 | I | By Dickinson Enterprises Limited Partnership |
| Common Stock | 08/01/2006 | S | 16,500 | D | \$ 38.32 | 295,600 | I | By Dickinson Enterprises Limited Partnership |
| Common Stock | 08/01/2006 | S | 5,000 | D | \$ 38.31 | 290,600 | I | By Dickinson Enterprises Limited Partnership |
| Common Stock | 08/01/2006 | S | 4,300 | D | \$ 38.3 | 286,300 | I | By Dickinson Enterprises Limited Partnership |
| Common Stock | 08/01/2006 | S | 4,300 | D | \$ 38.02 | 282,000 | I | By Dickinson Enterprises Limited Partnership |
| Common Stock | 08/01/2006 | S | 200 | D | \$ 38.01 | 281,800 | I | By Dickinson Enterprises Limited Partnership |
| Common Stock | 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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SEC 1474
(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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to buy) | \$ 38.46 | 08/01/2006 | | A ⁽³⁾ | 80,000 | 08/01/2007 ⁽⁴⁾ 08/01/2016 | Common Stock | 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
Date

**Signature of Reporting Person

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) 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.
- (2) Gift of restricted shares to the Dickinson Enterprises Limited Partnership.
- (3) 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.
- (4) 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. 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.