Edgar Filing: CAHILL GERALD RAYMOND - Form 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

CAHILL GERALD RAYMOND

Form 4

December 30, 2008

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

OMB APPROVAL

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

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CAHILL GERALD RAYMOND Issuer Symbol CARNIVAL CORP [CCL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify CARNIVAL CORPORATION, 3655 12/24/2008 below) NW 87TH AVE President & CEO, CCL (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MIAMI, FL Person

(City)	(State) (Zip) Table	e I - Non-Der	ivative Securities Acqu	ired, Disposed of	or Beneficiall	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) (A) or Amount (D) Price	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)
Common Stock	12/24/2008(1)(2)		A(1)(2)	44,501 A \$0	105,501	D	

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

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and	4)	Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Amou	ınt	
								or		
							Expiration	Title Number of	er	
							Date			
				Code V	(A) (D)			Shares	S	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

CAHILL GERALD RAYMOND CARNIVAL CORPORATION 3655 NW 87TH AVE MIAMI, FL

President & CEO, CCL

Signatures

/s/ Gerald R 12/30/2008 Cahill

**Signature of Date 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).
- Grant of restricted stock made pursuant to the Carnival Corporation 2002 Stock Plan. The restriction on the shares lapse on the third **(1)** anniversary of the grant date.
- The grant date is December 19, 2008. The grant was approved by the Compensation Committee on December 19, 2008 as a total value to be received in the form of restricted shares. The Compensation Committee also approved that the number of shares was to be determined **(2)** by taking the higher of the average closing price of the period from December 12-17, 2008 and the period from December 19-24, 2008. The final price to determine the number of shares was established on December 24, 2008.

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.

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