

Rice Brian J
Form 4
February 09, 2010

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 *
Rice Brian J

2. Issuer Name and Ticker or Trading Symbol
ROYAL CARIBBEAN CRUISES LTD [RCL]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, Finance & CFO

(Last) (First) (Middle)
ROYAL CARIBBEAN CRUISES LTD, 1050 CARIBBEAN WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2010

MIAMI, FL 33132

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

(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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	02/06/2010		F	558 ⁽¹⁾	D	\$ 24.79 ⁽²⁾	140,522	D	
Common Stock ⁽³⁾	02/08/2010		A	28,319 ⁽⁴⁾	A	\$ 0 ⁽⁵⁾	168,841	D	
Common Stock							10,000	I	By Son ⁽⁶⁾

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock ⁽⁷⁾	\$ 25.16 ⁽⁸⁾	02/08/2010		A	11,920	⁽⁹⁾	02/08/2020	Common Stock	11,920
Option to Purchase Common Stock ⁽¹¹⁾	\$ 25.16 ⁽⁸⁾	02/08/2010		A	8,549	⁽¹²⁾	02/08/2020	Common Stock	8,549

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rice Brian J ROYAL CARIBBEAN CRUISES LTD 1050 CARIBBEAN WAY MIAMI, FL 33132			EVP, Finance & CFO	

Signatures

/s/ Richard Montes de Oca, Attorney-in-Fact for Brian J. Rice

02/09/2010

**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) Represents the number of shares of common stock withheld by the issuer to cover the reporting person's tax liability associated with the vesting of 2,111 shares underlying certain restricted stock units on 2/06/2010.
- (2) Represents the average of the high and low prices for the issuer's common stock on the NYSE on 2/05/2010.
- (3) The reporting person was granted restricted stock units under the Royal Caribbean Cruises Ltd. 2008 Equity Incentive Plan.

Edgar Filing: Rice Brian J - Form 4

- (4) Represents the maximum number of shares of common stock underlying the restricted stock units, which vest as follows: 7,080 on each of 2/08/2011, 2/08/2012 and 2/08/2013 and 7,079 on 2/08/2014.
- (5) The restricted stock units were granted to the reporting person without payment thereof as compensation for serving as an executive officer of the issuer.
- (6) The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- (7) The reporting person was granted the incentive stock option under the Royal Caribbean Cruises Ltd. 2008 Equity Incentive Plan.
- (8) Represents the average of the high and low prices of the issuer's common stock on the NYSE on the date of the grant.
- (9) The option is exercisable as follows: 2,980 on each of 2/08/2011, 2/08/2012, 2/08/2013 and 2/08/2014.
- (10) The option was granted without payment thereof as compensation for serving as an executive officer of the issuer.
- (11) The reporting person was granted the nonqualified stock option under the Royal Caribbean Cruises Ltd. 2008 Equity Incentive Plan.
- (12) The option is exercisable as follows: 2,138 on 2/08/2011 and 2,137 on each of 2/08/2012, 2/08/2013 and 2/08/2014.

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.