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CARNIVAL CORP
Form 424B3
November 01, 2001

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Registration No. 333-62950

PROSPECTUS SUPPLEMENT NO. 2
(TO PROSPECTUS DATED OCTOBER 4, 2001)

CARNIVAL CORPORATION

2% CONVERTIBLE SENIOR DEBENTURES DUE 2021
AND SHARES OF COMMON STOCK

This prospectus supplement No. 2 supplements and amends the prospectus dated October 4, 2001, as amended and supplemented by prospectus supplement No. 1 dated October 18, 2001, relating to our 2% convertible senior debentures due 2021 and shares of common stock issuable upon conversion of the debentures.

The table on pages 18 through 21 of the prospectus sets forth information with respect to the selling securityholders and the respective amounts of debentures beneficially owned by each selling securityholder that may be offered pursuant to the prospectus as amended and supplemented by prospectus supplement No. 1. This prospectus supplement amends that table by adding to it the items set forth below.

(1) SELLING SECURITYHOLDER -----	(2) PRINCIPAL AMOUNT OF DEBENTURES BENEFICIALLY OWNED AND OFFERED -----	(3) PERCENT OF TOTAL OUTSTANDING DEBENTURES -----	(4) COMMON STOCK ISSUABLE UPON CONVERSION OF THE DEBENTURES -----
J.P. Morgan Securities Inc.....	52,870,000	8.81%	1,350,654
Lehman Brothers Inc.....	11,000,000	1.83%	281,014
Credit Suisse First Boston Corporation	7,000,000	1.17%	178,827

* Assuming the sale of all debentures and common stock issuable upon conversion of the debentures, selling securityholders will not hold any debentures and will hold the number of our common stock set forth in column (5) "Common Stock Owned Prior to Conversion of Debentures." At that time, no selling securityholder will hold more than 1% of our outstanding common stock.

The prospectus dated October 4, 2001, as amended and supplemented by prospectus supplement No. 1 dated October 18, 2001 and by this prospectus supplement No. 2, constitutes the prospectus required to be delivered by Section 5(b) of the Securities Act of 1933, as amended, with respect to offers and sales of the debentures and the common stock issuable upon conversion of the debentures.

Our common stock is traded on the New York Stock Exchange under the symbol CCL. On October 31, 2001, the last reported sales price of the common stock was \$21.78 per share. There is no public market for the debentures, and we do not

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intend to apply for their listing on any exchange or to seek approval for their quotation through any automated quotation system.

WE URGE YOU TO CAREFULLY READ THE "RISK FACTORS" SECTION BEGINNING ON PAGE 10 OF THE ACCOMPANYING PROSPECTUS, WHERE WE DESCRIBE SPECIFIC RISKS ASSOCIATED WITH THESE SECURITIES BEFORE YOU MAKE YOUR INVESTMENT DECISION.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is November 1, 2001.

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SELLING SECURITYHOLDERS

The prospectus dated October 4, 2001, as amended and supplemented by prospectus supplement No. 1 dated October 18, 2001, relating to the offer for resale of up to \$600,000,000 aggregate principal amount of debentures and shares of common stock issuable upon conversion of the debentures is amended to replace the first paragraph and the table under the heading "Selling Securityholders" on page 18 with the information in the following paragraph and table. We may further amend or supplement this table from time to time if necessary.

The following table provides, as of November 1, 2001, the name of each selling securityholder, the principal amount of debentures held by such selling securityholder, the number of shares of common stock owned by such securityholder prior to its purchase of debentures and the common stock issuable upon conversion of the debentures (based upon the initial conversion price). This information has been obtained from the selling securityholders.

(1) SELLING SECURITYHOLDER -----	(2) PRINCIPAL AMOUNT OF DEBENTURES BENEFICIALLY OWNED AND OFFERED -----	(3) PERCENT OF TOTAL OUTSTANDING DEBENTURES -----	(4) COMMON STOCK ISSUABLE UPON CONVERSION OF THE DEBENTURES -----	(5) COMMON S OWNED PRI CONVERSI DEBENTU -----
Absolute Return Fund, Ltd.	327,000	0.05%	8,354	
Allstate Insurance Company	550,000	0.09%	14,051	
Allstate Life Insurance Company.....	2,700,000	0.45%	68,976	
Aristeia International, Limited.....	9,900,000	1.65%	252,912	
Aristeia Partners, L.P....	3,600,000	0.60%	91,968	
Aventis Pension Master Trust.....	220,000	0.04%	5,620	
Banc of America Securities LLC.....	9,793,000	1.63%	250,179	

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Bank America Pension Plan	3,000,000	0.50%	76,640
Bear, Stearns & Co. Inc...	8,113,000	1.35%	207,260
Black Diamond Capital I, Ltd.....	482,000	0.08%	12,314
Black Diamond Offshore Ltd.....	1,723,000	0.29%	44,017
Boilermaker--Blacksmith Pension Trust.....	1,375,000	0.23%	35,127
CALAMOS(R)Convertible Fund--CALAMOS(R) Investment Trust.....	3,000,000	0.50%	76,640
CALAMOS(R)Convertible Growth and Income Fund--CALAMOS(R) Investment Trust.....	1,275,000	0.21%	32,572
CALAMOS(R)Convertible Portfolio--CALAMOS(R) Advisors Trust.....	130,000	0.02%	3,321
CALAMOS(R)Global Convertible Fund --CALAMOS(R) Investment Trust.....	140,000	0.02%	3,577

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(1) SELLING SECURITYHOLDER -----	(2) PRINCIPAL AMOUNT OF DEBENTURES BENEFICIALLY OWNED AND OFFERED -----	(3) PERCENT OF TOTAL OUTSTANDING DEBENTURES -----	(4) COMMON STOCK ISSUABLE UPON CONVERSION OF THE DEBENTURES -----	(5) COMMON S OWNED PRI CONVERSI DEBENTU -----
CALAMOS(R)Market Neutral Fund--CALAMOS(R) Investment Trust.....	5,400,000	0.90%	137,952	
CIBC World Markets.....	5,000,000	0.83%	127,734	
Circlet (IMA) Limited....	2,000,000	0.33%	51,093	
City of Albany Pension Plan.....	125,000	0.02%	3,193	
City of Knoxville Pension System.....	285,000	0.05%	7,281	
Clarica Life Insurance Co.--U.S.....	350,000	0.06%	8,941	
Consulting Group Capital Markets Funds.....	520,000	0.09%	13,284	
Credit Suisse First Boston Corporation....	21,000,000	3.50%	536,481	
Delta Airlines Master Trust.....	2,400,000	0.40%	61,312	
Delta Pilots Disability				

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and Survivorship Trust	470,000	0.08%	12,007	
Deutsche Banc Alex Brown				
Inc.....	17,500,000	2.92%	447,067	
Double Black Diamond				
Offshore LDC.....	8,875,000	1.48%	226,727	
Drury University.....	45,000	0.01%	1,150	
Duckbill & Co.....	1,750,000	0.29%	44,707	
First Union National Bank.	500,000	0.08%	12,773	
First Union Securities,				
Inc.....	5,000,000	0.83%	127,734	
First Union Securities,				
Inc./Bank Trading	\$29,500,000	4.92%	753,628	
General Motors Welfare				
Benefit Trust (VEBA)...	3,000,000	0.50%	76,640	
GLG Market Neutral Fund...	1,000,000	0.17%	25,547	
Global Bermuda Limited				
Partnership.....	4,600,000	0.77%	117,515	
GM Employees Global Group				
Pension Trust (Abs				
Return Portfolio).....	1,500,000	0.25%	38,320	
Greek Catholic Union.....	20,000	**	511	
Greek Catholic Union II...	20,000	**	511	
H.K. Porter Company, Inc..	35,000	0.01%	894	
Jefferies & Company, Inc..	500,000	0.08%	12,773	
Jersey (IMA) Ltd.....	1,750,000	0.29%	44,707	
JMG Capital Partners, LP..	12,250,000	2.04%	312,947	
JMG Triton Offshore Fd				
Ltd.....	17,250,000	2.88%	440,681	
J.P. Morgan Securities				
Inc.....	52,870,000	8.81%	1,350,654	391
Julius Baer Multibond				
Convertbond.....	750,000	0.13%	19,160	
KBC Financial Products	9,500,000	1.58%	242,694	
(Cayman Islands) Limited				
KBC Financial Products				
USA Inc.....	8,000,000	1.33%	204,374	
Kerr-McGee Corporation....	115,000	0.02%	2,938	

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(1) SELLING SECURITYHOLDER -----	(2) PRINCIPAL AMOUNT OF DEBENTURES BENEFICIALLY OWNED AND OFFERED -----	(3) PERCENT OF TOTAL OUTSTANDING DEBENTURES -----	(4) COMMON STOCK ISSUABLE UPON CONVERSION OF THE DEBENTURES -----	(5) COMMON S OWNED PRI CONVERSI DEBENTU -----
Kettering Medical Center				
Funded Depreciation				
Account.....	80,000	0.01%	2,044	
Knoxville Utilities Board				
Retirement System.....	195,000	0.03%	4,982	
Lakeshore International,				

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Ltd.....	18,400,000	3.07%	470,059	
Lehman Brothers Inc.....	13,000,000	2.17%	332,107	
Leonardo, L.P.....	20,000,000	3.33%	510,934	
Lexington (IMA) Limited...	139,000	0.02%	3,551	
Libertyview Funds, L.P....	8,250,000	1.38%	210,760	
Louisiana Workers' Compensation Corporation.....	385,000	0.06%	9,835	
MLQA Convertible Securities Arbitrage Ltd.	20,000,000	3.33%	510,934	
Morgan Stanley & Co.	4,000,000	0.67%	102,187	
Nomura Securities International, Inc....	15,000,000	2.50%	383,201	497
OZ Master Fund, Ltd.....	4,534,000	0.76%	115,829	
Peoples Benefit Life Insurance Company TEAMSTERS.....	5,000,000	0.83%	127,734	
Port Authority of Allegheny County Retirement and Disability Allowance Plan for the Employees Represented by Local 85 of the Amalgamated Transit Union.....	1,450,000	0.24%	37,043	
Radian Asset Guaranty.....	1,000,000	0.17%	25,547	
Radian Guaranty Inc.....	1,000,000	0.17%	25,547	
Retail Clerks Pension Trust #2.....	1,500,000	0.25%	38,320	
Royal Bank of Canada.....	7,000,000	1.17%	178,827	225
SCI Endowment Care Common Trust Fund--National Fiduciary Services....	230,000	0.04%	5,876	
SCI Endowment Care Common Trust Fund--Suntrust.....	95,000	0.02%	2,427	
Southern Farm Bureau Life Insurance.....	125,000	0.02%	3,193	
SPT	1,100,000	0.18%	28,101	
St. Albans Partners Ltd...	5,000,000	0.83%	127,734	
Starvest Managed Portfolio	15,000	**	383	
State of Florida Division of Treasury.....	460,000	0.08%	11,751	
State of Florida, Office of the Treasurer.....	1,500,000	0.25%	38,320	

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(1)	(2) PRINCIPAL AMOUNT OF DEBENTURES BENEFICIALLY	(3) PERCENT OF TOTAL	(4) COMMON STOCK ISSUABLE UPON	(5) COMMON S OWNED PRI
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SELLING SECURITYHOLDER -----	OWNED AND OFFERED -----	OUTSTANDING DEBENTURES -----	CONVERSION OF THE DEBENTURES -----	CONVERSION OF THE DEBENTURES -----
State of Mississippi Health Care Trust Fund	185,000	0.03%	4,726	
Susquehanna Capital Group.	23,000,000	3.83%	587,574	
TD Securities (USA) Inc...	20,000,000	3.33%	510,934	
The Dow Chemical Company Employees' Retirement Plan.....	2,700,000	0.45%	68,976	
The Fondren Foundation....	85,000	0.01%	2,171	
UBS AG London Branch.....	40,000,000	6.67%	1,021,868	
UBS O'Connor LLC f/b/o UBS Global Equity Arbitrage Master Ltd..	500,000	0.08%	12,773	
Union Carbide Retirement Account.....	1,750,000	0.29%	44,707	
United Food and Commercial Workers Local 1262 and Employers Pension Fund	650,000	0.11%	16,605	
Vopak USA, Inc. Retirement Plan.....	375,000	0.06%	9,580	
White River Securities L.L.C.....	10,112,000	1.69%	258,328	
William Blair & Co. LLC...	2,225,000	0.37%	56,841	
Wolverine Trading, L.P....	3,000,000	0.50%	76,640	
Worldwide Transactions Ltd.....	420,000	0.07%	10,729	
Yield Strategies Fund II, LP.....	3,250,000	0.54%	83,027	

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** Less than 0.01%.