

CARNIVAL CORP
Form SC 13D/A
January 17, 2014

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

Schedule 13D
(Rule 13d-102)

Under the Securities Exchange Act of 1934
(Amendment No. 15)*

Carnival Corporation
Carnival plc

(Name of Issuer)

Common Stock, par value \$0.01 per share, of Carnival Corporation
Special Voting Share of Carnival plc
Trust Shares (representing beneficial interests in the P&O Princess Special Voting Trust)

(Title of Class of Securities)

Common Stock: 143658 10 2 and 143658 30 0**
Special Voting Share: G7214F 12 2
Trust Shares: 143658 30 0**

(CUSIP Number)

Arnaldo Perez, Esq.
General Counsel
Carnival Corporation
3655 N.W. 87th Avenue
Miami, Florida 33178-2428
(305) 599-2600

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

January 17, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

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NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

** The Common Stock and the Trust Shares trade together under CUSIP Number 143658 30 0. See Items 1 and 4 of this Schedule 13D for additional information.

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TAMMS MANAGEMENT CORPORATION

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 32,439

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY
 EACH

-0-

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH

-0-

10 SHARED DISPOSITIVE POWER

32,439

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,439

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MA 1994 B SHARES, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 100,638,843

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY
 EACH

-0-

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH 100,638,843

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

100,638,843

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MA 1994 B SHARES, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 100,638,843

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON 100,638,843

WITH 10 SHARED DISPOSITIVE POWER

100,638,843

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

100,638,843

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.0%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MICKY ARISON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF 110,873,332

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY 55,974,784

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON 100,758,843

WITH 10 SHARED DISPOSITIVE POWER

66,089,273

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

166,848,116

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

28.2%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ETERNITY TWO TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
 SHARES
 BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY
 EACH

9 SOLE DISPOSITIVE POWER

REPORTING
 PERSON
 WITH

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JMD DELAWARE, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF -0-

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH -0-

10 SHARED DISPOSITIVE POWER

10,114,489

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,114,489

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.7%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JAMES M. DUBIN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF 1,000

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY

EACH 48,338,245

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON 1,000

WITH 10 SHARED DISPOSITIVE POWER

58,452,734

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

58,453,734

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.9%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ARTSFARE 2005 TRUST No. 2

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF -0-

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH -0-

10 SHARED DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

37,580,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,580,930

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

KNIGHT PROTECTOR, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 29,944,391

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY 18,393,854

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH -0-

10 SHARED DISPOSITIVE POWER

48,338,245

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,338,245

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.2%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SUNTRUST DELAWARE TRUST COMPANY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF -0-

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

9 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON WITH -0-

10 SHARED DISPOSITIVE POWER

38,230,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

38,230,930

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.5%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

J.P. MORGAN TRUST COMPANY OF DELAWARE

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF -0-

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

9 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON -0-

10 SHARED DISPOSITIVE POWER

WITH

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ARTSFARE 2003 TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7 SOLE VOTING POWER

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

-0-

8 SHARED VOTING POWER

900,000

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

932,439

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

932,439

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MBA I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
 SHARES
 BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY
 EACH

900,000

9 SOLE DISPOSITIVE POWER

REPORTING
 PERSON
 WITH

-0-

10 SHARED DISPOSITIVE POWER

900,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

900,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JOHN J. O'NEIL

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF SHARES

-0-

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY EACH

48,338,245

REPORTING PERSON

9 SOLE DISPOSITIVE POWER

WITH

-0-

10 SHARED DISPOSITIVE POWER

51,876,638

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,876,638

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.8%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

VERUS PROTECTOR, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
 SHARES -0-

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY
 EACH

37,580,930

9 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH
 -0-

10 SHARED DISPOSITIVE POWER

37,580,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,580,930

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

RICHARD L. KOHAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF 1,000

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY 37,581,930

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON 1,000

WITH 10 SHARED DISPOSITIVE POWER

1,000

10 SHARED DISPOSITIVE POWER

37,581,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,582,930

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

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The Schedule 13D relating to Carnival Corporation and Carnival plc is being filed by TAMMS Management Corporation (“TAMMS Corp.”), MA 1994 B Shares, L.P. (“B Shares, L.P.”), MA 1994 B Shares, Inc. (“B Shares, Inc.”), Micky Arison, Eternity Two Trust, JMD Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, J.P. Morgan Trust Company of Delaware, Artsfare 2003 Trust, MBA I, L.P., John J. O’Neil, Verus Protector, LLC and Richard L. Kohan (collectively, the “Reporting Persons”). This Amendment No. 15 is being filed because the number of Shares beneficially owned by the Reporting Persons has decreased by an amount in excess of one percent of the total number of Shares outstanding. This Amendment No. 15 is an exit filing by Eternity Two Trust and J.P. Morgan Trust Company of Delaware. This Schedule 13D is hereby amended as follows:

Item 1. Security and Issuer

No material change.

Item 2. Identity and Background

No material change.

Item 3. Source and Amount of Funds or Other Consideration

No material change.

Item 4. Purpose of Transaction

On December 26, 2012, Dozer Trust, the trustee of which is SunTrust Delaware Trust Company, sold 100,000 Shares in an open market transaction.

On December 26, 2012, B Shares L.P. distributed 3,000,000 shares for no consideration to Nickel 97A-B Trust.

On August 7, 2013, Micky Arison exercised options to purchase 120,000 Shares. Mr. Arison delivered 115,200 Shares to Carnival Corporation & plc to pay the option exercise price.

On August 8, 2013, Eternity Two Trust sold 81,897 Shares in an open market transaction.

On September 26, 2013, Eternity Four Trust entered into a sales plan under Rule 10b5-1 for the sale of up to 6,756,760 Shares in open market transactions (the “sales plan”). Between December 18, 2013 and December 27, 2013, 6,756,760 Shares were sold pursuant to the sales plan. In the future, similar sales plans to sell Shares beneficially owned by the Reporting Persons under Rule 10b5-1 may be effected.

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

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On December 31, 2013, Eternity Two Trust distributed its remaining 401,307 Shares for no consideration to Shari Arison, beneficiary of Eternity Two Trust. After giving effect to the distribution, Eternity Two Trust, and J.P. Morgan Trust Company of Delaware, trustee of Eternity Two Trust, no longer beneficially own any Shares.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

All ownership percentages set forth herein assume that there are 591,922,738 Shares outstanding, representing the total number of shares reported by Carnival Corporation in its Quarterly Report on Form 10-Q for the quarter ended August 31, 2013 filed with the SEC on October 3, 2013.

(a) and (b)(i)

(i) TAMMS Corp. may be deemed to beneficially own all of the 32,439 Shares (approximately 0.0% of the total number of Shares outstanding) it directly holds. TAMMS Corp. has sole voting and shared dispositive power with respect to such Shares.

(ii) B Shares, L.P. beneficially owns an aggregate of 100,638,843 Shares (approximately 17.0% of the total number of Shares outstanding), which it holds directly. B Shares, L.P. has sole voting and dispositive power with respect to all such Shares.

(iii) B Shares, Inc. beneficially owns an aggregate of 100,638,843 Shares (approximately 17.0% of the total number of Shares outstanding), by virtue of being the general partner of B Shares, L.P. B Shares, Inc. has sole voting and dispositive power with respect to all such Shares.

(iv) Micky Arison beneficially owns an aggregate of 166,848,116 Shares (approximately 28.2% of the total number of Shares outstanding), 4,621,772 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instrument for the Nickel 2003 Revocable Trust, 538,393 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instrument for the Nickel 97-07 Trust, 3,000,000 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instrument for the Nickel 97A-B Trust, 100,638,843 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instrument for the Nickel 1994 "B" Trust, 55,974,784 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the last will of Ted Arison, dated July 8, 1999, 442,307 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instrument for Nickel 2009 GRAT, a grantor retained annuity trust for his benefit (the "GRAT"), 1,512,017 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the instruments for several trusts for the benefit of his children, and 120,000 Shares of which are underlying vested

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options which he holds directly. Micky Arison has shared dispositive and voting power with respect to the 37,580,930 Shares held by the Artsfare 2005 Trust No. 2, and 18,393,854 Shares held by the Eternity Four Trust. Micky Arison has sole voting and dispositive power with respect to the 100,638,843 Shares indirectly held by the Nickel 1994 "B" Trust and the 120,000 Shares underlying vested options. Micky Arison has sole voting and shared dispositive power with respect to the 4,621,772 Shares held by the Nickel 2003 Revocable Trust, the 538,393 Shares held by the Nickel 97-07 Trust, the 3,000,000 Shares held by the Nickel 97A-B Trust, the 442,307 Shares held by the GRAT and the 1,512,017 Shares held by trusts for the benefit of Mr. Arison's children. Micky Arison is deemed to be the beneficial owner of the 120,000 Shares underlying vested options and the 422,307 Shares held by the GRAT.

(v) As a result of the distribution described under Item 4, Eternity Two Trust no longer beneficially owns any Shares.

(vi) JMD Delaware, Inc. beneficially owns an aggregate of 10,051,247 Shares (approximately 1.7% of the total number of Shares outstanding), by virtue of being the trustee of the Nickel 2003 Revocable Trust, a co-trustee of the Nickel 97-07 Trust, a co-trustee of the Nickel 97A-B Trust, and the trustee of the GRAT and various trusts for the benefit of Mr. Arison's children. JMD Delaware, Inc. has shared dispositive power with respect to the 4,621,772 Shares held by the Nickel 2003 Revocable Trust, the 538,393 Shares held by the Nickel 97-07 Trust, the 3,000,000 Shares held by the Nickel 97A-B Trust, the 442,307 Shares held by the GRAT and 1,512,017 Shares held by trusts for the benefit of Mr. Arison's children. Accordingly, JMD Delaware, Inc. may be deemed to beneficially own such Shares for which it expresses voting and/or dispositive power. JMD Delaware, Inc. disclaims beneficial ownership of all such Shares.

(vii) James M. Dubin beneficially owns an aggregate of 58,453,734 Shares (approximately 9.9% of the total number of Shares outstanding), 1,000 Shares of which he holds directly and 58,389,492 Shares with respect to which he has a beneficial interest by virtue of being the sole shareholder of JMD Delaware, Inc. and a fifty-percent shareholder of Knight Protector, Inc. Mr. Dubin has sole voting and dispositive power with respect to the 1,000 Shares he holds directly. Mr. Dubin has shared voting and dispositive power with respect to 48,338,245 Shares held by Eternity Four Trust. Mr. Dubin has shared dispositive power with respect to the 538,393 Shares held by the Nickel 97-07 Trust, the 3,000,000 Shares held by the Nickel 97A-B Trust, the 4,621,772 Shares held by the Nickel 2003 Revocable Trust, the 442,307 Shares held by the GRAT and the 1,512,017 Shares held by trusts for the benefit of Mr. Arison's children. Accordingly, Mr. Dubin may be deemed to beneficially own such Shares for which he exercises voting and/or dispositive power. Mr. Dubin disclaims beneficial ownership of all such Shares, except for the 1,000 Shares he holds directly.

(viii) Artsfare 2005 Trust No. 2 beneficially owns the 37,580,930 Shares for which it exercises shared dispositive power (approximately 6.3% of the total number of Shares outstanding).

(ix) Knight Protector, Inc. beneficially owns an aggregate of 48,338,245 Shares (approximately 8.2% of the total number of Shares outstanding), by virtue of being the protector of Eternity Four Trust. Knight Protector, Inc. has

shared dispositive power with

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respect to 48,338,245 Shares held by Eternity Four Trust. Knight Protector, Inc. has shared voting power with respect to 18,393,854 Shares held by Eternity Four Trust, and has sole voting power with respect to 29,944,391 Shares held by Eternity Four Trust.

(x) SunTrust Delaware Trust Company beneficially owns 38,230,930 Shares (approximately 6.5% of the total number of Shares outstanding), by virtue of being the trustee of Artsfare 2005 Trust No. 2 and Dozer Trust. SunTrust Delaware Trust Company has shared dispositive power with respect to the 37,580,930 Shares held by Artsfare 2005 Trust No. 2 and the 650,000 Shares held by Dozer Trust. Accordingly, SunTrust Delaware Trust Company may be deemed to beneficially own such Shares. SunTrust Delaware Trust Company disclaims beneficial ownership of such Shares.

(xi) J.P. Morgan Trust Company of Delaware is the sole trustee of Eternity Two Trust. As a result of the distribution on December 31, 2013 by Eternity Two Trust described in Item 4, J.P. Morgan Trust Company of Delaware no longer beneficially owns any Shares.

(xii) Artsfare 2003 Trust beneficially owns an aggregate of 932,439 Shares (approximately 0.1% of the total number of Shares outstanding), 900,000 of which it holds beneficially by virtue of its interest in MBA I, L.P. and 32,439 of which it holds beneficially as sole stockholder of TAMMS Corp. Artsfare 2003 Trust has shared voting and dispositive power with respect to the 900,000 Shares held by MBA I, L.P. and exercises shared dispositive power over the 32,439 Shares held by TAMMS Corp.

(xiii) MBA I, L.P. beneficially owns an aggregate of 900,000 Shares (approximately 0.1% of the total number of Shares outstanding), which Shares it holds directly. MBA I, L.P. has shared voting and dispositive power over all such Shares.

(xiv) John J. O'Neil beneficially owns an aggregate of 51,876,638 Shares (approximately 8.8% of the total number of Shares outstanding) by virtue of being the sole shareholder of JJO Delaware, Inc., a co-trustee of the Nickel 97-07 Trust and the Nickel 97A-B Trust, and a fifty-percent shareholder of Knight Protector, Inc. Mr. O'Neil has shared voting and dispositive power with respect to 48,338,245 Shares held by Eternity Four Trust. Mr. O'Neil has shared dispositive power with respect to the 538,393 Shares held by the Nickel 97-07 Trust and the 3,000,000 Shares held by the Nickel 97A-B Trust. Accordingly, Mr. O'Neil may be deemed to beneficially own such Shares for which he exercises shared voting and/or dispositive power. Mr. O'Neil disclaims beneficial ownership of all such Shares.

(xv) Verus Protector, LLC beneficially owns an aggregate of 37,580,930 Shares (approximately 6.3% of the total Shares outstanding), by virtue of being the protector of Artsfare 2005 Trust No.2. Verus Protector, LLC has shared voting and dispositive power with respect to the 37,580,930 Shares held by Artsfare 2005 Trust No.2.

(xvi) Richard L. Kohan beneficially owns an aggregate of 37,582,930 Shares (approximately 6.3% of the total Shares outstanding), by virtue of being the sole member of Verus Protector, LLC, and owning 1,000 Shares indirectly

and 1,000 Shares directly. Mr. Kohan has shared voting and dispositive power with respect to the 37,580,930 Shares held by Artsfare

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2005 Trust No.2. Mr. Kohan has shared voting and dispositive power with respect to the 1,000 Shares held by his wife and sole voting and dispositive power with respect to the 1,000 Shares he holds directly.

(xvii) The Reporting Persons, as a group, beneficially own an aggregate of 196,864,929 Shares (approximately 33.2% of the total number of Shares outstanding). The Reporting Persons, as a group, have sole voting and dispositive power over all such Shares, except for Shares held by Eternity Four Trust over which Citigroup Institutional Trust Company exercises shared dispositive power, and except for Shares held by Dozer Trust, of which SunTrust Delaware Trust Company is the trustee, over which an Investment Direction Advisor exercises sole voting power and shared dispositive power.

(c) During the past 60 days (i) Eternity Four Trust sold Shares in open market transactions on the New York Stock Exchange pursuant to a sales plan under Rule 10b5-1 as noted in Schedule I, which is incorporated by reference in its entirety to this Item 5(c) and (ii) Eternity Two Trust distributed all of the Shares it held to Shari Arison, beneficiary of Eternity Two Trust. Except as set forth in this paragraph (c), to the best knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in the Shares during the past 60 days.

(d) Each of the Reporting Persons affirms that no person other than such Reporting Person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares owned by such Reporting Person.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is amended and supplemented as follows by incorporating by reference the information set forth in Item 4 above.

Item 7. Material to be Filed as Exhibits

The following exhibits have been filed with this Schedule 13D/A.

Exhibit 41 Joint Filing Agreement, dated as of January 17, 2014, among TAMMS Management Corporation, MA 1994 B Shares, L.P., MA 1994 B Shares, Inc., Micky Arison, Eternity Two Trust, JMD Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, J.P. Morgan Trust Company of Delaware, Artsfare 2003 Trust, MBA I, L.P., John J. O'Neil, Verus Protector, LLC and Richard L. Kohan.

The Power of Attorney filed for Verus Protector, LLC and Richard L. Kohan as an exhibit to Amendment No. 13 to

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Schedule 13D filed on July 16, 2012, the Power of Attorney filed for Eternity Two Trust and J.P. Morgan Trust Company of Delaware as an exhibit to Amendment No. 8 to Schedule 13D filed on March 22, 2005, the Power of Attorney filed for SunTrust

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Delaware Trust Company as an exhibit to the Form 4 for Artsfare 1992 Irrevocable Trust filed on January 31, 2005, the Power of Attorney filed for Artsfare 2005 Trust No. 2 as an exhibit to the Form 3 filed on December 22, 2005 and the Powers of Attorney filed for the other signatories hereto as an exhibit to Amendment No. 4 to Schedule 13D filed on February 23, 2004 are hereby incorporated herein by reference.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: January 17, 2014

TAMMS MANAGEMENT CORPORATION
MA 1994 B SHARES, L.P.
MA 1994 B SHARES, INC.
MICKY ARISON
ETERNITY TWO TRUST
JMD DELAWARE, INC.
JAMES M. DUBIN
ARTSFARE 2005 TRUST NO. 2
KNIGHT PROTECTOR, INC.
SUNTRUST DELAWARE TRUST COMPANY
J.P. MORGAN TRUST COMPANY OF DELAWARE
ARTSFARE 2003 TRUST
MBA I, L.P.
JOHN J. O'NEIL
VERUS PROTECTOR, LLC
RICHARD L. KOHAN

By: John J. O'Neil,
Attorney-in-Fact

/s/ John J. O'Neil

KNIGHT
PROTECTOR, INC.

John J. O'Neil,
By: Authorized
Signatory

/s/ John J. O'Neil

/s/ John J. O'Neil
John J. O'Neil

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Exhibits

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SCHEDULE I

ETERNITY FOUR TRUST

Date	No. of Shares Sold	Average Price Per Share
12/18/2013	108,167	\$37.0712
12/19/2013	2,377,226	\$38.1153
12/20/2013	2,017,018	\$38.6923
12/23/2013	1,185,645	\$39.3368
12/24/2013	352,011	\$39.307
12/26/2013	345,618	\$39.5122
12/27/2013	371,075	\$40.0748
