

CARNIVAL PLC
Form 4
January 14, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Freedman Larry R.

2. Issuer Name and Ticker or Trading Symbol
CARNIVAL PLC [CUK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
CARNIVAL CORPORATION, 3655
NW 87TH AVE

3. Date of Earliest Transaction (Month/Day/Year)
01/12/2015

___ Director ___ 10% Owner
X Officer (give title below) _X_ Other (specify below)
Chief Accounting Officer & / Controller

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

MIAMI, FL 33178

(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. Code	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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Trust Shares (beneficial Interest In Special Voting Share) ⁽¹⁾	01/12/2015		A ⁽²⁾		6,480 ⁽³⁾ \$ 0	D	
Trust Shares (beneficial Interest In Special Voting Share) ⁽¹⁾	01/12/2015		F		1,879 ⁽⁴⁾ \$ 46.29	D	
							22,364.39 ⁽⁵⁾

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- (2) Grant of restricted stock made pursuant to the Carnival Corporation 2011 Stock Plan. The restriction on the shares lapse on the third anniversary of the grant date.
- (3) The grant was approved by the Compensation Committee 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 by taking the closing price on the grant date.
- (4) Represents a surrender of shares to satisfy tax obligation on the vesting of the Restricted Stock Award.
- (5) Includes shares acquired pursuant to the dividend reinvestment feature of the reporting person's brokerage account.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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