# SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13D (Rule 13d-102)

Under the Securities Exchange Act of 1934 (Amendment No. 14)\*

> 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)

December 18, 2012

(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

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 Stoc	k: 143658 10 2 and 143658 30

### SCHEDULE 13D

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<b>4</b> .				
1			ING PERSON OR	
	I.R.S. IDEN	TIFICAT	TON NO. OF ABOVE PERSON	
	TAMMS MA	ANAGEN	MENT CORPORATION	
2	CHECK THI	E APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o
				(b) x
3	SEC USE OF	NI V		
5	SEC OSE OF	··LI		
4	SOURCE OF	F FUNDS	S	
	Not Applicat	ole		
5	CHECK BO	X IF DIS	OCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	o
6	CITIZENSH	IP OR P	LACE OF ORGANIZATION	
	Delaware			
		7	SOLE VOTING POWER	
			32,439	
NUI	MBER OF	8	SHARED VOTING POWER	
	HARES EFICIALLY		-0-	
	D BY EACH	9	SOLE DISPOSITIVE POWER	
	TING PERSON			
	WITH		-0-	
		10	SHARED DISPOSITIVE POWER	
	_		32,439	
11	AGGREGAT	ГЕ АМО	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	32,439			
12	,	X IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
			· /	
12	DEDCENTE	DE CL AC	CC DEDDECEMTED DV AMOUNT IN DOM (44)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	0.0%			
14	TYPE OF RI	EPORTII	NG PERSON	
	со			

CUSIP No. Common Stock:	: 143658 10 2 and 143658 30
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		TING PERSON OR FION NO. OF ABOVE PERSON		
I.K.S. ID.	ENTIFICAL	HON NO. OF ABOVE PERSON		
MA 1994	MA 1994 B SHARES, L.P.			
2 CHECK	THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o	
			(b) x	
2 000 1101	ONTA			
3 SEC USE	ONLY			
4 SOURCE	OF FUND	o'S		
Not Appl	aabla			
Not Appl		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
CHECK	OOA IF DI	SCLUSURE OF LEGAL FROCEEDINGS 15 REQUIRED PURSUANT TO TIEMS 2(II) 0F2(8)	0	
6 CITIZEN	SHIP OR P	PLACE OF ORGANIZATION		
Delaware				
Delaware	7	SOLE VOTING POWER		
	ľ			
		103,638,843		
NUMBER OF	8	SHARED VOTING POWER		
SHARES BENEFICIALLY		-0-		
OWNED BY EACH	9	SOLE DISPOSITIVE POWER		
REPORTING PERSON WITH				
WIIII		103,638,843		
	10	SHARED DISPOSITIVE POWER		
		-0-		
11 AGGREO	GATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
102 620 9	103,638,843			
		IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
LIZ CHECK	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  o		Ü	
13 PERCEN	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
17.4%	17.4%			
	REPORTI	NG PERSON		
PN				

CUSIP No.	Common Stock:	143658 10	2 and 143658 30	

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T.	NAME OF D	EDODE	NING PERCON OR	
1			ING PERSON OR TON NO. OF ABOVE PERSON	
	MA 1994 B S	HARES	S, INC.	
2			OPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x
3	SEC USE ON	ILY		
4	SOURCE OF	FUNDS	s	
	Not Applicab	le		
5	CHECK BOX	K IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0
6	CITIZENSHI	P OR P	LACE OF ORGANIZATION	
	Delaware			
	•	7	SOLE VOTING POWER	
			103,638,843	
	UMBER OF	8	SHARED VOTING POWER	
	SHARES NEFICIALLY		-0-	
	NED BY EACH RTING PERSON	9	SOLE DISPOSITIVE POWER	
KEFOI	WITH		103,638,843	
		10	SHARED DISPOSITIVE POWER	
			-0-	
11	AGGREGAT	E AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	103,638,843			
12	CHECK BOX	K IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
13	PERCENT O	F CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	17.4%			
14	TYPE OF RE	PORTI	NG PERSON	
	СО	со		

CUSIP No.	Common Stock:	143658 10 2 and 143658 30	

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1			ING PERSON OR TON NO. OF ABOVE PERSON	
	MICKY AR		IONIO OF IBOVE FERODIN	
2			OPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x
3	SEC USE O	NLY		
4	SOURCE OI	F FUND	S	
	Not Applicat	ole		
5	CHECK BO	X IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	О
6	CITIZENSH United States		LACE OF ORGANIZATION	
	Officed States	7	SOLE VOTING POWER	
			110,654,768	
N	IUMBER OF	8	SHARED VOTING POWER	
BE	SHARES NEFICIALLY		62,731,544	
OW	NED BY EACH RTING PERSON	9	SOLE DISPOSITIVE POWER	
KEPO	WITH		104,177,236	
		10	SHARED DISPOSITIVE POWER	
			69,209,076	
11	AGGREGAT	E AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	173,386,312			
12	СНЕСК ВО	X IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
13	PERCENT C	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	29.2%			
14	TYPE OF R	EPORTI	NG PERSON	
	IN			

CUSIP No. Common Stock:	143658 10 2 and 143658 30
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1 NAME C	E DEDODT	ING PERSON OR	
		TON NO. OF ABOVE PERSON	
		NAME OF THE PROPERTY OF THE PR	
	TY TWO TE		()
2 CHECK	THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x
			.,
3 SEC USI	ONLY		
4 SOURCE	OF FUNDS	S	
Not Appl	icable		
		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0
			Ŭ
6 CITIZEN	SHIP OR P	LACE OF ORGANIZATION	
Delaware			
	7	SOLE VOTING POWER	
		-0-	
NUMBER OF	8	SHARED VOTING POWER	
SHARES BENEFICIALLY		574.504	
OWNED BY EACH	9	SOLE DISPOSITIVE POWER	
REPORTING PERSON WITH			
WIII	10	-0- SHARED DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	
		574,504	
11 AGGREO	GATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
574,504			
12 CHECK	BOX IF THI	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	o
13 PERCEN	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
0.1% 14 TYPE O	DEDODTI	NG PERSON	
	KEPUKIII	NO FERSON	
00			

CUSIP No. Com	non Stock:	143658 10 2	and 143658 30

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1			IG PERSON OR				
	I.R.S. IDENTI	FICATIO	ON NO. OF ABOVE PERSON				
	JMD DELAW	ARE, IN	C.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) o			
				(b) x			
3	SEC USE ON	LY					
4	SOURCE OF	FUNDS					
	Not Applicable	<u>.</u>					
5	CHECK BOX	IF DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0			
6	CITIZENSHIP	OR PL	ACE OF ORGANIZATION				
	Delaware						
	•	7	SOLE VOTING POWER				
	SER OF 8		-0-				
NUMBI			SHARED VOTING POWER				
SHAI			-0-				
BENEFIC OWNED B		9	SOLE DISPOSITIVE POWER				
REPORTING	PERSON	9	SOLE DISPOSITIVE FOWER				
WIT	Ή		-0-				
		10	SHARED DISPOSITIVE POWER				
			6,477,532				
11	AGGREGATE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	6,477,532						
12	CHECK BOX	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
	1.1%						
14	TYPE OF REF	ORTIN	G PERSON				
СО							

CUSIP No. Com	non Stock:	143658 10 2	and 143658 30

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1			ING PERSON OR ION NO. OF ABOVE PERSON			
			ION NO. OF TIBO VET ENDON			
	JAMES M. I					
2	CHECK THI	E APPRC	DPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x		
3	SEC USE OF	NLY				
4	SOURCE OF	FUNDS				
	Not Applicat	ole				
5	CHECK BO	X IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0		
6	CITIZENSH	IP OR PI	LACE OF ORGANIZATION			
	United States					
	Office States	7	SOLE VOTING POWER			
			1,000			
l ,	NUMBER OF	8	SHARED VOTING POWER			
1	SHARES	Ü				
	ENEFICIALLY 'NED BY EACH	9	55,669,509 SOLE DISPOSITIVE POWER			
	ORTING PERSON	9				
	WITH		1,000			
		10	SHARED DISPOSITIVE POWER			
			62,147,041			
11	AGGREGAT	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	62,148,041	62,148,041				
12	CHECK BO	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT C	F CLAS	S REPRESENTED BY AMOUNT IN ROW (11)			
	10.5%	10.5%				
14	TYPE OF RI	EPORTIN	NG PERSON			
	IN					
	111					

CUSIP No. Commo	n Stock: 14	3658 10 2 an	nd 143658 30

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1	NAME OF B	EDODT	INC DEDCON OD				
1			ING PERSON OR TON NO. OF ABOVE PERSON				
	ARTSFARE :	2005 TR	RUST No. 2				
2	СНЕСК ТНЕ	APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x			
3	SEC USE ON	ILY					
4	SOURCE OF	FUND	s				
	Not Applicab	le					
5	CHECK BOX	K IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	o			
6	CITIZENSH	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Delaware	Delaware					
		7	SOLE VOTING POWER				
			-0-				
	UMBER OF	8	SHARED VOTING POWER				
	SHARES NEFICIALLY		-0-				
OWN	NED BY EACH	9	SOLE DISPOSITIVE POWER				
KEPOI	RTING PERSON WITH		-0-				
		10	SHARED DISPOSITIVE POWER				
			37,580,930				
11	AGGREGAT	E AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	37,580,930	37,580,930					
12	CHECK BOX	( IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0			
13	PERCENT O	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	6.3%	6.3%					
14	TYPE OF RE	PORTI	NG PERSON				
	00	00					

CUSIP No. Common Stock:	143658 10 2 and 143658 30

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1				NG PERSON OR				
		I.R.S. IDENT	IFICATIO	ON NO. OF ABOVE PERSON				
		KNIGHT PRO	TECTO	R, INC.				
2		CHECK THE	APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) o			
					(b) x			
3		SEC USE ONLY						
4		SOURCE OF	ELINIDE					
1								
_		Not Applicabl						
5		CHECK BOX	IF DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0			
6		CITIZENSHII	OR PL	ACE OF ORGANIZATION				
		Delaware	Delaware					
T				SOLE VOTING POWER				
				29,944,391				
	NUMBE	D OE	8	SHARED VOTING POWER				
	SHAR	ES						
	BENEFIC OWNED BY			25,725,118				
	REPORTING		9	SOLE DISPOSITIVE POWER				
	WIT	Н		-0-				
			10	SHARED DISPOSITIVE POWER				
				55,669,509				
11		AGGREGATE	E AMOU	INT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
		55,669,509						
12			IECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
		· ·						
1.6		9.4%	ODTIN	C DEDCOM				
14		TYPE OF RE	POKIIN	G LEK2ON				
СО								

CUSIP No. C	Common Stock:	143658 10 2	and 143658 30

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1			G PERSON OR					
	I.R.S. IDENTII	TICATIO	IN NO. OF ABOVE PERSON					
	SUNTRUST DELAWARE TRUST COMPANY							
2	CHECK THE A	APPROP	RIATE BOX IF A MEMBER OF A GROUP	(a) o				
				(b) x				
3	SEC USE ONL	Y						
4	SOURCE OF F	TINIDC						
4	SOURCE OF F	UNDS						
	Not Applicable							
5			LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0				
3	CHECK BOX	ir Disc.	LOGONE OF LEGAL PROCEEDINGS IS REQUIRED FORSOANT TO TEMS 2(u) of 2(e)	U				
6	CITIZENSHIP	OR PLA	ICE OF ORGANIZATION					
	Delaware	Delaware						
		7	SOLE VOTING POWER					
			750,000					
NUMBE	R OF	8	SHARED VOTING POWER					
SHAR								
BENEFIC			-0-					
OWNED BY REPORTING		9	SOLE DISPOSITIVE POWER					
WITI			-0-					
,,,,,,	.1							
		10	SHARED DISPOSITIVE POWER					
			37,580,930					
11	A CCDEC ATE	ANGUI						
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	38,330,930							
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0						
	CILECIT BOIL		1001.E01.E11.E11.E11.E11.E11.E11.E11.E11	Ü				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
			• •					
	6.5%							
14	TYPE OF REP	ORTINO	PERSON					
	00							

CUSIP No. C	Common Stock:	143658 10 2	and 143658 30

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1				NG PERSON OR ON NO. OF ABOVE PERSON			
		J.P. MORGAN	TRUST	COMPANY OF DELAWARE			
2		CHECK THE .	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x			
3		SEC USE ONI					
4		SOURCE OF I	FUNDS				
		Not Applicable	2				
5				CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0		
6		CITIZENSHIP OR PLACE OF ORGANIZATION					
-		Delaware		SOLE VOTING POWER			
				-0-			
	NUMBE		8	SHARED VOTING POWER			
	SHAR BENEFIC			574,504			
		WNED BY EACH PORTING PERSON WITH		SOLE DISPOSITIVE POWER			
				-0-			
				SHARED DISPOSITIVE POWER			
				574,504			
		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
		574,504					
12		CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0		
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
		0.1%					
14		TYPE OF REF	ORTINO	G PERSON			
1		00					

CUSIP No. C	Common Stock:	143658 10 2	and 143658 30

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1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
		ARTSFARE 20	003 TRU	JST			
2		CHECK THE	APPROI	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x		
3		SEC USE ONI	LY				
4		SOURCE OF FUNDS					
		Not Applicable	<u>.</u>				
5							
6 CITIZENSHIP OR PLACE OF ORGANIZATION							
	Florida						
		ı	7	SOLE VOTING POWER			
		NUMBER OF SHARES ENEFICIALLY NED BY EACH ORTING PERSON WITH		-0-			
	NUMBE			SHARED VOTING POWER			
				900,000			
				SOLE DISPOSITIVE POWER			
				-0-			
			10	SHARED DISPOSITIVE POWER			
				932,439			
11		AGGREGATE	AMOU	INT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
932,439							
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  o					
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
		0.1%					
14		TYPE OF REF	ORTIN	G PERSON			
		00					

CUSIP No. Comm	on Stock:	143658 10 2	and 143658 30	

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1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
		MBA I, L.P.				
2		CHECK THE	APPROF	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x	
3		SEC USE ONI				
4						
	Not Applicable					
5		CHECK BOX	0			
6						
H		Delaware	7	SOLE VOTING POWER		
				-0-		
	NUMBER OF SHARES		8	SHARED VOTING POWER		
	BENEFIC OWNED BY		9	900,000 SOLE DISPOSITIVE POWER		
	REPORTING WIT	PERSON	9			
	WIII	.1	10	-0- SHARED DISPOSITIVE POWER		
			10	932,439		
11		AGGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		932,439				
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  o				
13		PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
		0.1%				
14		TYPE OF REP	ORTING	G PERSON		
		00				

CUSIP No. Comm	on Stock:	143658 10 2	and 143658 30	

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			Via propagy on	
			NG PERSON OR ON NO. OF ABOVE PERSON	
1,14,1	o. ibliviii ic.		ON NO. OF INDOVERSION	
JOH	IN J. O'NEIL			
2 CHI	ECK THE APP	ROI	PRIATE BOX IF A MEMBER OF A GROUP	(a) o
				(b) x
3 SEC	USE ONLY			
4 507	UDGE OF FUN	TDC		
4 SOURCE OF FUNDS				
Not	Not Applicable			
5 CHI	ECK BOX IF I	DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0
6 CIT	IZENSHIP OR	PL	ACE OF ORGANIZATION	
Unit	ted States		ACCUTATION OF THE PROPERTY OF	
	7		SOLE VOTING POWER	
			-0-	
NUMBER OF	8		SHARED VOTING POWER	
SHARES BENEFICIALL	v		55,669,509	
OWNED BY EA			SOLE DISPOSITIVE POWER	
REPORTING PER WITH	RSON			
WIII	10		-0-	
	10	1	SHARED DISPOSITIVE POWER	
			55,669,509	
11 AG	GREGATE AM	10U	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
55.6	669,509			
		ΉE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
12	OCENIE OF C	A CC	C DEDDECEMEED BY AMOUNT IN DOM (44)	
13 PER	KCENT OF CL.	A55	S REPRESENTED BY AMOUNT IN ROW (11)	
9.49	%			
14 TYI	PE OF REPOR	TIN	G PERSON	
IN				
111				

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1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
		VERUS PROT	ECTOR	,LLC		
2		CHECK THE	APPROI	PRIATE BOX IF A MEMBER OF A GROUP	(a) 0 (b) x	
3		SEC USE ONI	LY			
4						
	Not Applicable					
5		CHECK BOX	0			
6						
-		Delaware		SOLE VOTING POWER		
			/			
				-0- SHARED VOTING POWER		
	NUMBER OF SHARES BENEFICIALLY		8	37,580,930		
	OWNED BY REPORTING		9	SOLE DISPOSITIVE POWER		
	WIT			-0-		
			10	SHARED DISPOSITIVE POWER		
				37,580,930		
11		AGGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		37,580,930				
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0				
13		PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
		6.3%				
14		TYPE OF REP	ORTIN	G PERSON		
		00				

CUSIP No. Common St	tock: 143658	10 2 and	143658 30

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i.	NAME OF D		VC PERCON OR				
1			NG PERSON OR ON NO. OF ABOVE PERSON				
	RICHARD L						
2	CHECK THE	APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x			
				(-)			
3 SEC USE ONLY							
4	SOURCE OF	FUNDS					
	Not Applicab	le					
5			CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0			
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION				
	United States						
	Officed States	7	SOLE VOTING POWER				
		ľ					
			1,000				
	JMBER OF SHARES	8	SHARED VOTING POWER				
BEN	NEFICIALLY		37,581,930				
	ED BY EACH TING PERSON	9	SOLE DISPOSITIVE POWER				
	WITH		1,000				
		10	SHARED DISPOSITIVE POWER				
			37,581,930				
11	AGGREGAT	E AMOU	INT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	37,582,930						
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  o					
13	PERCENT O	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
14	6.3% TYPE OF RE	DODTIN	C DED SON				
14		OKTIN	O I EROOM				
	IN						

CUSIP No. Common Stock: 143658 10 2 and 143658 30

0,

Special Voting Share: G7214F 12 2, Trust

Shares: 143658 30 0

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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."), 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. 14 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 Schedule 13D is hereby amended as follows:

#### Item 1. <u>Security and Issuer</u>

No material change.

### Item 2. <u>Identity and Background</u>

No material change.

#### Item 3. Source and Amount of Funds or Other Consideration

No material change.

#### Item 4. <u>Purpose of Transaction</u>

On November 12, 2012, Eternity Four Trust entered into a sales plan under Rule 10b5-1 for the sale of up to 6,551,195 Shares in open market transactions (the "sales plan"). Between November 12, 2012 and December 12, 2012, 6,551,195 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.

#### Item 5. <u>Interest in Securities of the Issuer</u>

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

All ownership percentages set forth herein assume that there are 594,485,001 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, 2012 filed with the SEC on October 5, 2012.

(a) and (b)(i)

CUSIP No. Common Stock: 143658 10 2 and 143658 30	SCHEDULE 13D	Page 19 of 24
0, Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0		

- (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 103,638,843 Shares (approximately 17.4% of the total number of Shares outstanding), which its 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 103,638,843 Shares (approximately 17.4% 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 173,386,312 Shares (approximately 29.2% of the total number of Shares outstanding), 3,513,925 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, 103,638,843 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, 62,731,544 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 and 2,963,607 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under repart to which he has a beneficial interest by virtue of the interest and authority granted to him under repart to which he has a beneficial interest by virtue of the interest and authority granted to him under repart to which he has a beneficial interest by virtue of the interest and authority granted to him under repart to which he has a beneficial interest by virtue of the interest and authority granted to him under repart to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instruments for various grantor retained annuity trusts for his benefit: Nickel 2008 Agos 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 2008 GRAT and Nickel 2009 GRAT (together, the "GRATS"). Micky Arison has sole voting and dispositive power with respect to the 538,393 Shares held by the Nickel 2003 Revocable Trust and the 2,963,607 Shares held by the GRATS. Micky Arison is deemed to be the beneficia
- (v) Eternity Two Trust beneficially owns an aggregate of 574,504 Shares (approximately 0.1% of the total number of Shares outstanding), which it holds directly. Eternity Two Trust has shared voting and dispositive power with respect to the 574,504 Shares held by it.
- (vi) JMD Delaware, Inc. beneficially owns an aggregate of 6,477,532 Shares (approximately 1.1% of the total number of Shares outstanding), by virtue of being the trustee of the Nickel 2003 Revocable Trust and the various GRATS for the benefit of Micky Arison. JMD Delaware, Inc. has shared dispositive power with respect to the 3,513,925 Shares held by the Nickel 2003 Revocable Trust and the 2,963,607 Shares held by the GRATS. 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.

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0, Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0		

- (vii) James M. Dubin beneficially owns an aggregate of 62,148,041 Shares (approximately 10.5% of the total number of Shares outstanding), 1,000 Shares of which he holds directly and 62,147,041 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 power with respect to 29,944,391 Shares held by Eternity Four Trust, 25,150,614 Shares held by Eternity Four Trust and 574,504 Shares held by Eternity Two Trust. Mr. Dubin has shared dispositive power with respect to the 55,095,005 Shares held by Eternity Four Trust, the 3,513,925 Shares held by the Nickel 2003 Revocable Trust, the 574,504 Shares held by Eternity Two Trust, and the 2,963,607 Shares held by the GRATS. 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 55,669,509 Shares (approximately 9.4% of the total number of Shares outstanding), by virtue of being the protector of Eternity Four Trust and the protector of Eternity Two Trust. Knight Protector, Inc. has shared voting and dispositive power with respect to the 574,504 Shares held by Eternity Two Trust. Knight Protector, Inc. has shared dispositive power with respect to 55,095,005 Shares held by Eternity Four Trust. Knight Protector, Inc. has shared voting power with respect to 25,150,614 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 38,330,930 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 sole voting power with respect to the 750,000 Shares held by Dozer Trust and shared dispositive power with respect to the 37,580,930 Shares held by Artsfare 2005 Trust No. 2. Accordingly, SunTrust Delaware Trust Company may be deemed to beneficially own such Shares for which it exercises such voting and/or dispositive power. SunTrust Delaware Trust Company disclaims beneficial ownership of such Shares.
- (xi) J.P. Morgan Trust Company of Delaware beneficially owns 574,504 Shares (approximately 0.1% of the total number of Shares outstanding), by virtue of being the sole trustee of Eternity Two Trust. J.P. Morgan Trust Company of Delaware has shared voting and dispositive power with respect to the 574,504 Shares held directly by Eternity Two Trust. Accordingly, J.P. Morgan Trust Company of Delaware may be deemed to beneficially own such Shares for which it exercises shared voting and/or dispositive power. J.P. Morgan Trust Company of Delaware disclaims beneficial ownership of such 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 by virtue of the limited partnership interest of MBA I, L.P. as sole stockholder of TAMMS Corp. Artsfare 2003 Trust has shared voting and dispositive power with respect to the 900,000 Shares directly held by MBA I, L.P. and exercises shared dispositive power over the 32,439 Shares held indirectly by MBA I, L.P., by virtue of being the sole stockholder of TAMMS Corp.
- (xiii) MBA I, L.P. beneficially owns an aggregate of 932,439 Shares (approximately 0.1% of the total number of Shares outstanding), 900,000 Shares of which it holds directly and 32,439 Shares of which it owns beneficially by virtue of its interest in TAMMS Corp. MBA I, L.P. has shared voting and dispositive power over the 900,000 Shares it holds directly and exercises shared dispositive power over the 32,439 Shares held by TAMMS Corp.
- (xiv) John J. O'Neil beneficially owns an aggregate of 55,669,509 Shares (approximately 9.4% of the total number of Shares outstanding) by virtue of being a fifty-percent shareholder of Knight Protector, Inc. Mr. O'Neil has shared voting and dispositive power with respect to the 574,504 Shares held by Eternity Two Trust. Mr. O'Neil has shared voting power with respect to 29,944,391 Shares held by Eternity Four Trust and 25,150,614 Shares held by Eternity Four Trust. Mr. O'Neil has shared dispositive power with respect to the 55,095,005 Shares held by Eternity Four 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 2005 Trust No.2. Mr. Kohan has shared 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 205,590,646 Shares (approximately 34.6% 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.

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), Special Voting Share: G7214F 12 2, Trust		
Shares: 143658 30 0		

(c) During the past 60 days (i) Micky Arison exercised 120,000 opinions with an exercise price of \$27.875 per share on November 9, 2012 (as was reported on a Form 4 filed with the SEC on November 14, 2012) and (ii) 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). 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. <u>Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer</u>

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. <u>Material to be Filed as Exhibits</u>

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

Exhibit 41 Joint Filing Agreement, dated as of December 18, 2012, 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 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 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.

CUSIP No.	Common Stock:	143658 10 2 and 143658 30	

0,

Special Voting Share: G7214F 12 2, Trust

Shares: 143658 30 0

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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: December 18, 2012

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.

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

/s/ John J. O'Neil

JOHN J. O'NEIL VERUS PROTECTOR, LLC RICHARD L. KOHAN

KNIGHT PROTECTOR, INC.

By: John J. O'Neil, Authorized Signatory

/s/ John J. O'Neil

/s/ John J. O'Neil

John J. O'Neil

	. Common Stock: 143658 10 2 and 143658 30 0, ting Share: G7214F 12 2, Trust Shares: 143658 30 0	
	INDEX TO EXHIBITS	
	INDEX TO EXHIBITS	
<u>Exhibits</u>		
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SCHEDULE 13D

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

## SCHEDULE I

## ETERNITY FOUR TRUST

Date	No. of Shares Sold	Average Price Per Share
11/14/2012	311,090	\$38.15852
11/15/2012	292,953	\$37.46449
11/16/2012	493,013	\$37.44165
11/19/2012	466,764	\$38.08678
11/20/2012	328,294	\$38.14736
11/21/2012	177,964	\$38.28775
11/23/2012	222,287	\$38.91636
11/26/2012	255,610	\$38.55248
11/27/2012	340,042	\$38.45380
11/28/2012	435,406	\$38.37360
11/29/2012	278,051	\$38.68870
11/30/2012	261,684	\$38.62510
12/03/2012	249,007	\$38.64180
12/04/2012	419,445	\$37.78360
12/05/2012	292,106	\$37.27110
12/06/2012	453,390	\$37.43110
12/07/2012	338,047	\$37.78600
12/10/2012	431,843	\$37.89040
12/11/2012	237,505	\$37.95320
12/12/2012	266,694	\$38.07380

### **EXHIBIT 41**

## JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of this amendment to Schedule 13D. This Joint Filing Agreement shall be included as an Exhibit to such joint filing. In evidence thereof, each of the undersigned, being duly authorized, hereby executed this Agreement.

Date: December 18, 2012

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.

By: John J. O'Neil, Authorized Signatory

/s/ John J. O'Neil

/s/ John J. O'Neil

John J. O'Neil