SEC Form 4
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## FORM 4

(State)

(Zip)

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

	OMB APPROVAL										
	OMB Number: 3235-028										
l	Estimated average burden										
l	hours per response:	0.5									

Form filed by More than One Reporting

Person

	16. Form 4 or Form 5 s may continue. See 1 1(b).	i	Filed pursuant to Section 16(a) of the Securities Exchange Act of 19 or Section 30(h) of the Investment Company Act of 1940	934	Estimated hours per	average burden response:	0.5
1. Name and A Bernstein (Last)	Address of Reporting <u>David</u> (First)	g Person <sup>*</sup> (Middle)	2. Issuer Name and Ticker or Trading Symbol <u>CARNIVAL CORP</u> [ CCL ] 3. Date of Earliest Transaction (Month/Day/Year) 01/19/2021	(Check all ap Dire	plicable) ctor cer (give title	Person(s) to Issuer 10% Owner Other (specify below)	,
CARNIVA 3655 NW 8	L CORPORATIC	N	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual o	or Joint/Group Fil	ling (Check Applical	əlc
(Street) MIAMI	FL	33178			n filed by One Re	eporting Person	

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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. Transa Code ( 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	01/19/2021		A <sup>(1)</sup>		102,056(2)	A	\$ <mark>0</mark>	176,212	D		
Common Stock	01/20/2021		S		24,296	D	\$20.9787 <sup>(3)</sup>	151,916	D		

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. Transa Code ( 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)   6. Date Exercisable (Month/Day/Year)   0 are (North/Day/Year)   0 are Disposed of (D) (Instr. 3, 4 and 5)   0 are (A)   0 brown   0 brown		ate	Deriv	int of rities rlying ative rity (Instr.	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v				Expiration Date	Title	Amount or Number of Shares			

## Explanation of Responses:

1. Grant of restricted stock units ("RSUs") made pursuant to the Carnival Corporation 2020 Stock Plan. Grant of RSUs represent a hypothetical interest in Carnival Corporation common stock. The RSUs will vest on a 3-year pro-rata basis on the anniversary dates of the grant. The RSUs will accumulate dividend equivalents and may only be settled in shares.

2. The grant was approved by the Compensation Committee as a total value to be received in the form of RSUs. The Compensation Committee also approved that the number of RSUs were determined by dividing the value by the closing price on date of grant.

3. This transaction was executed in multiple trades at prices ranging from \$20.93 to \$21.005. The price reported reflects the average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

## /s/ David Bernstein

\*\* Signature of Reporting Person Date

01/21/2021

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Check this box if no longer subject

(City)