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

Schedule 13D (Rule 13d-102)

Under the Securities Exchange Act of 1934 (Amendment No. 16)\*

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)

March 24, 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

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	

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1				G PERSON OR ON NO. OF ABOVE PERSON		
	TAMMS	MANA	GEME	ENT CORPORATION		
2	СНЕСК	THE AP	PROP	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x	
3	SEC US	E ONLY				
4	SOURC	E OF FUI	NDS			_
	Not App	licable				
5			DISCI	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	o	
6	CITIZE	NSHIP O	R PLA	ACE OF ORGANIZATION		_
	Delawar	e				
1	l .	7		SOLE VOTING POWER		_
				32,439		
	NUMBER OF SHARES BENEFICIALLY			SHARED VOTING POWER		
				-0-		
	OWNED BY EACH REPORTING PERSON	9		SOLE DISPOSITIVE POWER		
	WITH	L		-0-		
		1	0	SHARED DISPOSITIVE POWER		
				32,439		
11	AGGRE	GATE Al	MOUN	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	32,439					
12	CHECK	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCE	NT OF CI	LASS	REPRESENTED BY AMOUNT IN ROW (11)		
	0.0%					
14	TYPE C	F REPOR	RTING	G PERSON		
	СО					

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

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

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1 NA	ME OF DEDOD	TING PERSON OR	
		TION NO. OF ABOVE PERSON	
	1994 B SHARI		
2 CHI	ECK THE APPE	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x
			(b) X
3 SEC	USE ONLY		
4 SOU	JRCE OF FUNI	20	
	Applicable		
5 CHI	ECK BOX IF D	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	o
6 CIT	IZENSHIP OR	PLACE OF ORGANIZATION	
Dole	aware		
Dela	aware 7	SOLE VOTING POWER	
	'	SOLE VOTING FOWER	
	97,940,860		
NUMBER OF	8	SHARED VOTING POWER	
SHARES BENEFICIALL	Y	-0-	
OWNED BY EA	CH 9	SOLE DISPOSITIVE POWER	
REPORTING PER WITH	SON	07.040.070	
WIIII	10	97,940,860 SHARED DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	
		-0-	
11 AG0	GREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
97,9	940,860		
<del> </del>		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
		. ,	
12 DED	CENT OF CLA	CO DEDDECENTED BY AMOUNT BY DOW (11)	
13 PER	CENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)	
16.5	5%		
14 TYF	PE OF REPORT	ING PERSON	
PN			
1111			

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

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1				
1			ING PERSON OR TON NO. OF ABOVE PERSON	
	MA 1994 B S		•	
2	CHECK THE	APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x
3	SEC USE ON	ILY		
4	SOURCE OF	FUNDS	S	
	Not Applicable	le		
5			SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	o
6	CITIZENSHI	P OR PI	LACE OF ORGANIZATION	
	Delaware			
	7 SOLE VOTING POWER		SOLE VOTING POWER	
			97,940,860	
N	UMBER OF	8	SHARED VOTING POWER	
	SHARES BENEFICIALLY		-0-	
OWN	NED BY EACH	9	SOLE DISPOSITIVE POWER	
KEPOI	RTING PERSON WITH		97,940,860	
		10	SHARED DISPOSITIVE POWER	
			-0-	
11	AGGREGAT	E AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	97,940,860			
12	CHECK BOX	(IF THI	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
13	PERCENT O	F CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	16.5%		,	
14	TYPE OF RE	PORTIN	NG PERSON	
	со			
i	100			

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

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	REPORTING PERSON OR TIFICATION NO. OF ABOVE PERSO	ON	
MICKY			
2 CHECK	E APPROPRIATE BOX IF A MEMBE	ER OF A GROUP	(a) o (b) x
			(*) :-
3 SEC USI	NLY		
4 SOURCE	F FUNDS		
Not Appl	ble		
		OCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0
6 CITIZEN	IIP OR PLACE OF ORGANIZATION		
United S			
Officed 5	7 SOLE VOTING POWER		
	104,642,691 8 SHARED VOTING POW	/IED	
NUMBER OF SHARES		ER	
BENEFICIALLY	37,580,930		
OWNED BY EACH REPORTING PERSON	9 SOLE DISPOSITIVE POV	WER	
WITH	98,060,860		
	10 SHARED DISPOSITIVE I	POWER	
	44,162,761		
11 AGGREG	TE AMOUNT BENEFICIALLY OWN	NED BY EACH REPORTING PERSON	
142,223,0			
12 CHECK	X IF THE AGGREGATE AMOUNT I	IN ROW (11) EXCLUDES CERTAIN SHARES	o
13 PERCEN	OF CLASS REPRESENTED BY AMO	OUNT IN ROW (11)	
24.0%			
	EPORTING PERSON		
IN			
IIN			

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

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1			ING PERSON OR	
	I.R.S. IDEN	ΓΙFICAT	TON NO. OF ABOVE PERSON	
	JMD DELAV			
2	СНЕСК ТНІ	E APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x
3	SEC USE O	NLY		
4	SOURCE OF	FUND	s	
	Not Applicat	ole		
5	СНЕСК ВО	X IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0
6	CITIZENSH	IP OR P	LACE OF ORGANIZATION	
	Delaware			
		7	SOLE VOTING POWER	
			-0-	
N	TUMBER OF	8	SHARED VOTING POWER	
BE	SHARES NEFICIALLY		-0-	
	NED BY EACH RTING PERSON	9	SOLE DISPOSITIVE POWER	
	WITH		-0-	
		10	SHARED DISPOSITIVE POWER	
			6,581,831	
11	AGGREGAT	E AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	6,581,831			
12	CHECK BO	X IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	o
13	PERCENT C	F CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	1.1%			
14	TYPE OF RI	EPORTI	NG PERSON	
	СО			

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1 NAME OF	F REPORTING PERSON OR			
	REPORTING PERSON OR INTIFICATION NO. OF ABOVE PERSON			
JAMES M.	LINIDIN			
	THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o		
2 CHECK II	THE ATTROUGHTE BOATE A MEMBER OF A OROUT	(a) 0 (b) x		
a arguer	OUTV.			
3 SEC USE (	ONLY			
4 SOURCE C	OF FUNDS			
Not Applica				
5 CHECK BO	30X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	o		
6 CITIZENS	SHIP OR PLACE OF ORGANIZATION			
United Stat	ites			
	7 SOLE VOTING POWER			
	1,000			
NUMBER OF	8 SHARED VOTING POWER			
SHARES BENEFICIALLY	48,338,245			
OWNED BY EACH	9 SOLE DISPOSITIVE POWER			
REPORTING PERSON WITH	1,000			
	10 SHARED DISPOSITIVE POWER			
	54 000 076			
11 AGGREGA	54,920,076 ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	54,921,076 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
112 CHECK BO	OA IF THE AGGREGATE AMOUNT IN KOW (11) EACLUDES CERTAIN SHAKES	0		
12 DEPOSIT	DEPOSITION OF OUR ASS DEPOSITION BY A MOVIDITION DOWN (11)			
13 PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
9.3%				
14 TYPE OF I	REPORTING PERSON			
IN	IN			

CUSIP No.	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				
2	ARTSFARE 2005 TRUST No. 2  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) o				
2	CHECK THE A	APPROP	RIALE BOX IF A MEMBER OF A GROUP	(a) o (b) x	
3	SEC USE ONL	Y			
4	SOURCE OF F	UNDS			
	Not Applicable				
5	CHECK BOX	IF DISC	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0	
6	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
			-0-		
NUMBE SHAR		8	SHARED VOTING POWER		
BENEFIC	IALLY		-0-		
OWNED B' REPORTING		9	SOLE DISPOSITIVE POWER		
WIT	Н		-0-		
		10	SHARED DISPOSITIVE POWER		
	1		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 SHARES 0				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	6.3%	ODTD	2 PERSON		
14	TYPE OF REP	ORTIN(	J PERSUN		
	00				

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

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1	NAME OF I	PEDODT	TING PERSON OR			
1			TION NO. OF ABOVE PERSON			
	KNIGHT PF	ROTECT	OR INC.			
2			OPRIATE BOX IF A MEMBER OF A GROUP	(a) o		
				(b) x		
3	SEC USE O	NLY				
4	SOURCE O	F FUND	S			
	Not Applical	ble				
5	_		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0		
6	CITIZENSH	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware					
		7	SOLE VOTING POWER			
			48,338,245			
NUMI	BER OF	8	SHARED VOTING POWER			
	ARES FICIALLY		-0-			
OWNED	BY EACH	9	SOLE DISPOSITIVE POWER			
	NG PERSON ITH		-0-			
		10	SHARED DISPOSITIVE POWER			
			48,338,245			
11	AGGREGA	ГЕ АМО	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	48,338,245					
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		0				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	8.2%					
14	TYPE OF R	EPORTI	NG PERSON			
	СО					

CUSIP No. Common Stoc	ck: 143658 10 2 and 143658 30

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(a) o (b) x				
0				
0				
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ī	ī					
1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	ARTSFARE 2003 TRUST					
2	CHECK THE A	APPROP	RIATE BOX IF A MEMBER OF A GROUP	(a) o		
				(b) x		
3	SEC USE ONL	V				
3	SEC USE ONL	1				
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	i Disc.	EOOKE OF ELGRET ROCEEDINGS IS REQUIRED FORSOMY TO THEMS 2(d) of 2(c)	· ·		
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION			
	Florida					
		7	SOLE VOTING POWER			
			-0-			
NUMBE SHAR		8	SHARED VOTING POWER			
BENEFIC			900,000			
OWNED BY		9	SOLE DISPOSITIVE POWER			
REPORTING WIT			-0-			
,,,,,,		10	SHARED DISPOSITIVE POWER			
		10	SHARED DISPOSITIVE POWER			
			932,439			
11	AGGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	932,439					
12				0		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	0.1%					
14	TYPE OF REP	ORTING	G PERSON			
	00					
	100					

CUSIP No. Comn	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 APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) o (b) x					
3		SEC USE ONLY					
4		SOURCE OF I	FUNDS				
		Not Applicable	e				
5		СНЕСК ВОХ	IF DISC	ELOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0		
6		CITIZENSHIP OR PLACE OF ORGANIZATION					
		Delaware					
			7	SOLE VOTING POWER			
				-0-			
	NUMBE		8	SHARED VOTING POWER			
SHARI BENEFICI				900,000			
	OWNED B' REPORTING	Y EACH	9	SOLE DISPOSITIVE POWER			
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 SHARES 0					
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
		0.1%					
14		TYPE OF REP	ORTINO	G PERSON			
		00					

CUSIP No. Com	mon 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					
		JOHN J. O'NEIL					
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) o (b) x					
3		SEC USE ONLY					
4		SOURCE OF I	FUNDS				
		Not Applicable					
5				CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0		
6		CITIZENSHIP	OR PLA	ACE OF ORGANIZATION			
		United States					
<u> </u>			7	SOLE VOTING POWER			
				-0-			
	NUMBE	R OF	8	SHARED VOTING POWER			
SHARE BENEFICIA				48,338,245			
	OWNED B	Y EACH G PERSON	9	SOLE DISPOSITIVE POWER			
	WIT			-0-			
			10	SHARED DISPOSITIVE POWER			
				48,747,162			
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
		48,747,162					
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
		8.1%					
14		TYPE OF REP	ORTINO	G PERSON			
		IN					

CUSIP No. Common Stoc	ck: 143658 10 2 and 143658 30

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		TING PERSON OR ITION NO. OF ABOVE PERSON		
1.K.S. 1	DENTIFICA	THON NO. OF ABOVE PERSON		
VERU	VERUS PROTECTOR, LLC			
2 CHECK	K THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) o	
	(b) x			
3 SEC U	SEC USE ONLY			
4 SOLIDA	CE OF FUN	ng		
		<i>D</i> 3		
	plicable			
5 CHECI	K BOX IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	o	
6 CITIZI	ENSHIP OR	PLACE OF ORGANIZATION		
Delawa	are			
Бошис	7	SOLE VOTING POWER		
NUMBER OF SHARES		-0-		
		SHARED VOTING POWER		
BENEFICIALLY		37,580,930		
OWNED BY EACH REPORTING PERSO		SOLE DISPOSITIVE POWER		
WITH	/14	-0-		
	10	SHARED DISPOSITIVE POWER		
		37,580,930		
11 AGGR	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	37,580,930			
12 CHEC	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0		o	
13 PERCE	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		_	
6.3%	6 3%			
	OF REPOR	TING PERSON		
00	00			

CUSIP No. Common Stoc	ck: 143658 10 2 and 143658 30

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<del></del>				
1			ING PERSON OR TON NO. OF ABOVE PERSON	
	I.K.S. IDENI	IFICAI	ION NO. OF ADOVE FERSON	
	RICHARD L.	KOHA	N	
2	CHECK THE	APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o
				(b) x
3	SEC USE ONLY			
	DEC COE OIL			
4	SOURCE OF	FUNDS	S	
	Not Applicab	le		
5	CHECK BOX	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	o
6	CITIZENSHI	P OR P	LACE OF ORGANIZATION	
			ERCE OF ORGANIZATION	
	United States			
		7	SOLE VOTING POWER	
			1,000	
NUMB	NUMBER OF 8 SHARED VOTING POWER		SHARED VOTING POWER	
SHA			37,581,930	
BENEFIO OWNED I		9	SOLE DISPOSITIVE POWER	
REPORTING	G PERSON	9	SOLE DISFOSITIVE FOWER	
WI	ГН		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 SHARES		0	
12	CHECK BOX	LIT I HI	E AOOKEGATE AMOUNT IN KOW (11) EACLUDES CERTAIN SHAKES	O
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	6.3%			
14	TYPE OF RE	PORTI	NG PERSON	
	l <sub>n</sub> ,			
	IN			

CUSIP No. Common Stock: 143658 10 2 and 143658 30
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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. ("B Shares, Inc."), Micky Arison, JMD Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, 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. 16 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. Security and Issuer

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. Purpose of Transaction

On January 21, 2014, Nickel 2003 Revocable Trust, a trust for the benefit of Mr. Arison and his family, delivered 28,216 Shares to Carnival Corporation to satisfy the tax obligation on the vesting of restricted stock granted in 2011.

On February 28, 2014, MA 1994 B Shares L.P. and Nickel 97A-B Trust, a trust for the benefit of Micky Arison and his family members, sold 2,000,000 and 3,000,000 Shares, respectively, in broker's transactions.

On February 28, 2014, MA 1994 B Shares L.P. and certain trusts for the benefit of Micky Arison and his family entered into a sales plan under Rule 10b5-1 for the sale of up to 5,000,000 Shares, in the aggregate, in open market transactions (the "Sales Plan"). From March 20, 2014 through March 24, 2014, an aggregate amount of 1,202,425 Shares beneficially owned by Micky Arison (including 697,983 shares beneficially owned by MA 1994 B Shares, L.P.) 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:

CUSIP No. Common Stock: 143658 10 2 and 143658 30	SCHEDULE 13D	Page 17 of 23
0,		
Special Voting Share: G7214F 12 2, Trust		
Shares: 143658 30 0		

All ownership percentages set forth herein assume that there are 592,239,644 Shares outstanding, representing the total number of shares reported by Carnival Corporation in its Annual Report on Form 10-K for the year ended November 30, 2013 filed with the SEC on January 29, 2014.

(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 97,940,860 Shares (approximately 16.5% 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 97,940,860 Shares (approximately 16.5% 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 142,223,621 Shares (approximately 24.0% of the total number of Shares outstanding), 4,218,590 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, 408,917 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, 97,940,860 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, 37,580,930 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 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. Micky Arison has sole voting and dispositive power with respect to the 97,940,860 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 4,218,590 Shares held by the Nickel 2003 Revocable Trust, the 408,917 Shares held by the Nickel 97-07 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 t
- (v) JMD Delaware, Inc. beneficially owns an aggregate of 6,581,831 Shares (approximately 1.1% 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, and the trustee of the

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GRAT and various trusts for the benefit of Mr. Arison's children. JMD Delaware, Inc. has shared dispositive power with respect to the 4,218,590 Shares held by the Nickel 2003 Revocable Trust, the 408,917 Shares held by the Nickel 97-07 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.

- (vi) James M. Dubin beneficially owns an aggregate of 54,921,076 Shares (approximately 9.3% of the total number of Shares outstanding), 1,000 Shares of which he holds directly and 54,920,076 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 408,917 Shares held by the Nickel 97-07 Trust, the 4,218,590 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.
  - (vii) 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).
- (viii) 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 and sole voting power with respect to 48,338,245 Shares held by Eternity Four Trust.
- (ix) 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.
- (x) 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.

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(xi) 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.

- (xii) John J. O'Neil beneficially owns an aggregate of 48,747,162 Shares (approximately 8.1% 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 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 408,917 Shares held by the Nickel 97-07 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.
- (xiii) 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.
- (xiv) 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.
- (xv) The Reporting Persons, as a group, beneficially own an aggregate of 191,827,305 Shares (approximately 32.4% 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) MA 1994 B Shares L.P. and Nickel 97A-B Trust, a trust for the benefit of Micky Arison and his family members, sold 2,000,000 and 3,000,000 Shares, respectively, in broker's transactions at a price of \$39.50 per Share, and (ii) MA 1994 B Shares, L.P., and Nickel 2003 Revocable Trust and Nickel 97-07 Trust, both trusts for the benefit of Micky Arison and his family, sold Shares in open market transactions on the New York Stock Exchange pursuant to the Sales Plan 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.

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(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. 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 March 26, 2014, among TAMMS Management Corporation, MA 1994 B Shares, L.P., MA 1994 B Shares, Inc., Micky Arison, JMD Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, 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 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.

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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.

March 26, 2014 Date:

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

TAMMS MANAGEMENT CORPORATION

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

/s/ John J. O'Neil

KNIGHT PROTECTOR, INC.

John J. O'Neil, Authorized Signatory

/s/ John J. O'Neil

/s/ John J. O'Neil

John J. O'Neil

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Joint Filing Agreement, dated as of March 26, 2014, among TAMMS Management Corporation, MA 1994 B Shares, L.P., MA 1994 B Shares, Inc., Micky Arison, JMD Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, Artsfare 2003 Trust, MBA I, L.P., John J. O'Neil, Verus Protector, LLC and Richard L. Kohan. Exhibit 41

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# SCHEDULE I

## MA 1994 B SHARES L.P.

Date	No. of Shares Sold	Average Price Per Share
03/20/2014	17,774	\$40.0378
03/21/2014	375,255	\$40.1818
03/24/2014	304,954	\$40.0894

## NICKEL 2003 REVOCABLE TRUST

Date	No. of Shares Sold	Average Price Per Share
03/20/2014	9,548	\$40.0378
03/21/2014	201,593	\$40.1818
03/24/2014	163,825	\$40.0894

## NICKEL 97-07 TRUST

Date	No. of Shares Sold	Average Price Per Share
03/20/2014	3,297	\$40.0378
03/21/2014	69,610	\$40.1818
03/24/2014	56,569	\$40.0894

## **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: March 26, 2014

TAMMS MANAGEMENT CORPORATION
MA 1994 B SHARES, L.P.
MA 1994 B SHARES, INC.
MICKY ARISON
JMD DELAWARE, INC.
JAMES M. DUBIN
ARTSFARE 2005 TRUST NO. 2
KNIGHT PROTECTOR, INC.
SUNTRUST DELAWARE TRUST COMPANY
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