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CARNIVAL CORP
Form 424B3
November 16, 2001

Filed pursuant to Rule 424(b) (3)
Registration No. 333-62950

PROSPECTUS SUPPLEMENT NO. 3
(TO PROSPECTUS DATED OCTOBER 4, 2001)

CARNIVAL CORPORATION

2% CONVERTIBLE SENIOR DEBENTURES DUE 2021
AND SHARES OF COMMON STOCK

This prospectus supplement No. 3 supplements and amends the prospectus dated October 4, 2001, as amended and supplemented by prospectus supplement No. 1 dated October 18, 2001 and prospectus supplement No. 2 dated November 1, 2001, relating to our 2% convertible senior debentures due 2021 and shares of common stock issuable upon conversion of the debentures.

The table on pages 18 through 21 of the prospectus sets forth information with respect to the selling securityholders and the respective amounts of debentures beneficially owned by each selling securityholder that may be offered pursuant to the prospectus as amended and supplemented by prospectus supplement No. 1 and prospectus supplement No. 2 dated November 1, 2001. This prospectus supplement amends that table by adding to it the items set forth below.

| (1) SELLING SECURITYHOLDER ----- | (2) PRINCIPAL AMOUNT OF DEBENTURES BENEFICIALLY OWNED AND OFFERED ----- | (3) PERCENT OF TOTAL OUTSTANDING DEBENTURES ----- | (4) COMMON STOCK ISSUABLE UPON CONVERSION OF THE DEBENTURES ----- |
|---|---|---|--|
| Deutsche Banc Alex Brown Inc..... | 10,700,000 | 1.78% | 273,350 |
| Goldman Sachs and Company..... | 5,837,000 | 0.97% | 149,116 |
| Retail Clerks Pension Trust..... | 2,500,000 | 0.42% | 63,867 |

* Assuming the sale of all debentures and common stock issuable upon conversion of the debentures, selling securityholders will not hold any debentures and will hold the number of our common stock set forth in column (5) "Common Stock Owned Prior to Conversion of Debentures." At that time, no selling securityholder will hold more than 1% of our outstanding common stock.

The prospectus dated October 4, 2001, as amended and supplemented by prospectus supplement No. 1 dated October 18, 2001, prospectus supplement No. 2 dated November 1, 2001 and by this prospectus supplement No. 3, constitutes the prospectus required to be delivered by Section 5(b) of the Securities Act of 1933, as amended, with respect to offers and sales of the debentures and the common stock issuable upon conversion of the debentures.

Our common stock is traded on the New York Stock Exchange under the symbol CCL.

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On November 15, 2001, the last reported sales price of the common stock was \$25.40 per share. There is no public market for the debentures, and we do not intend to apply for their listing on any exchange or to seek approval for their quotation through any automated quotation system.

WE URGE YOU TO CAREFULLY READ THE "RISK FACTORS" SECTION BEGINNING ON PAGE 10 OF THE ACCOMPANYING PROSPECTUS, WHERE WE DESCRIBE SPECIFIC RISKS ASSOCIATED WITH THESE SECURITIES BEFORE YOU MAKE YOUR INVESTMENT DECISION.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is November 16, 2001.

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SELLING SECURITYHOLDERS

The prospectus dated October 4, 2001, as amended and supplemented by prospectus supplement No. 1 dated October 18, 2001 and prospectus supplement No. 2 dated November 1, 2001, relating to the offer for resale of up to \$600,000,000 aggregate principal amount of debentures and shares of common stock issuable upon conversion of the debentures is amended to replace the first paragraph and the table under the heading "Selling Securityholders" on page 18 with the information in the following paragraph and table. We may further amend or supplement this table from time to time if necessary.

The following table provides, as of November 12, 2001, the name of each selling securityholder, the principal amount of debentures held by such selling securityholder, the number of shares of common stock owned by such securityholder prior to its purchase of debentures and the common stock issuable upon conversion of the debentures (based upon the initial conversion price). This information has been obtained from the selling securityholders.

| (1) SELLING SECURITYHOLDER ----- | (2) PRINCIPAL AMOUNT OF DEBENTURES BENEFICIALLY OWNED AND OFFERED ----- | (3) PERCENT OF TOTAL OUTSTANDING DEBENTURES ----- | (4) COMMON STOCK ISSUABLE UPON CONVERSION OF THE DEBENTURES ----- | COMM OWNED CONV DEB ----- |
|---|--|--|--|---------------------------------------|
| Absolute Return Fund, Ltd. | 327,000 | 0.05% | 8,354 | |
| Allstate Insurance Company | 550,000 | 0.09% | 14,051 | |
| Allstate Life Insurance Company | 2,700,000 | 0.45% | 68,976 | |
| Aristeia International, Limited | 9,900,000 | 1.65% | 252,912 | |
| Aristeia Partners, L.P. | 3,600,000 | 0.60% | 91,968 | |
| Aventis Pension Master Trust | 220,000 | 0.04% | 5,620 | |
| Banc of America Securities LLC | 9,793,000 | 1.63% | 250,179 | |

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|---|-----------|-------|---------|
| Bank America Pension Plan | 3,000,000 | 0.50% | 76,640 |
| Bear, Stearns & Co. Inc. | 8,113,000 | 1.35% | 207,260 |
| Black Diamond Capital I, Ltd. | 482,000 | 0.08% | 12,314 |
| Black Diamond Offshore Ltd. | 1,723,000 | 0.29% | 44,017 |
| Boilermaker--Blacksmith Pension Trust | 1,375,000 | 0.23% | 35,127 |
| CALAMOS(R)Convertible Fund--CALAMOS(R) Investment Trust | 3,000,000 | 0.50% | 76,640 |
| CALAMOS(R)Convertible Growth and Income Fund--CALAMOS(R) Investment Trust | 1,275,000 | 0.21% | 32,572 |
| CALAMOS(R)Convertible Portfolio--CALAMOS(R) Advisors Trust | 130,000 | 0.02% | 3,321 |
| CALAMOS(R)Global Convertible Fund --CALAMOS(R) Investment Trust | 140,000 | 0.02% | 3,577 |

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| (1) SELLING SECURITYHOLDER ----- | (2) PRINCIPAL AMOUNT OF DEBENTURES BENEFICIALLY OWNED AND OFFERED ----- | (3) PERCENT OF TOTAL OUTSTANDING DEBENTURES ----- | (4) COMMON STOCK ISSUABLE UPON CONVERSION OF THE DEBENTURES ----- | COMM OWNED CONV DEB --- |
|--|--|--|--|-------------------------------------|
| CALAMOS(R)Market Neutral Fund--CALAMOS(R) Investment Trust | 5,400,000 | 0.90% | 137,952 | |
| CIBC World Markets | 5,000,000 | 0.83% | 127,734 | |
| Circlet (IMA) Limited | 2,000,000 | 0.33% | 51,093 | |
| City of Albany Pension Plan | 125,000 | 0.02% | 3,193 | |
| City of Knoxville Pension System | 285,000 | 0.05% | 7,281 | |
| Clarica Life Insurance Co.--U.S. | 350,000 | 0.06% | 8,941 | |
| Consulting Group Capital Markets Funds | 520,000 | 0.09% | 13,284 | |
| Credit Suisse First Boston Corporation | 21,000,000 | 3.50% | 536,481 | |
| Delta Airlines Master Trust | 2,400,000 | 0.40% | 61,312 | |
| Delta Pilots Disability and Survivorship Trust | 470,000 | 0.08% | 12,007 | |

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|---|--------------|-------|-----------|
| Deutsche Banc Alex | | | |
| Brown Inc. | 28,200,000 | 4.70% | 720,417 |
| Double Black Diamond | | | |
| Offshore LDC | 8,875,000 | 1.48% | 226,727 |
| Drury University | 45,000 | 0.01% | 1,150 |
| Duckbill & Co. | 1,750,000 | 0.29% | 44,707 |
| First Union National Bank | 500,000 | 0.08% | 12,773 |
| First Union Securities, Inc. | 5,000,000 | 0.83% | 127,734 |
| First Union Securities, Inc./Bank Trading | \$29,500,000 | 4.92% | 753,628 |
| General Motors Welfare | | | |
| Benefit Trust (VEBA) | 3,000,000 | 0.50% | 76,640 |
| GLG Market Neutral Fund | 1,000,000 | 0.17% | 25,547 |
| Global Bermuda Limited | | | |
| Partnership | 4,600,000 | 0.77% | 117,515 |
| GM Employees Global Group | | | |
| Pension Trust | | | |
| (Abs Return Portfolio) | 1,500,000 | 0.25% | 38,320 |
| Goldman Sachs and Company. | 5,837,000 | 0.97% | 149,116 |
| Greek Catholic Union | 20,000 | ** | 511 |
| Greek Catholic Union II | 20,000 | ** | 511 |
| H.K. Porter Company, Inc. | 35,000 | 0.01% | 894 |
| Jefferies & Company, Inc. | 500,000 | 0.08% | 12,773 |
| Jersey (IMA) Ltd. | 1,750,000 | 0.29% | 44,707 |
| JMG Capital Partners, LP | 12,250,000 | 2.04% | 312,947 |
| JMG Triton Offshore Fd | | | |
| Ltd. | 17,250,000 | 2.88% | 440,681 |
| J.P. Morgan Securities | | | |
| Inc. | 52,870,000 | 8.81% | 1,350,654 |
| Julius Baer Multibond | | | |
| Convertbond | 750,000 | 0.13% | 19,160 |
| KBC Financial Products | 9,500,000 | 1.58% | 242,694 |
| (Cayman Islands) Limited | | | |
| KBC Financial Products | | | |
| USA Inc. | 8,000,000 | 1.33% | 204,374 |

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| (1) SELLING SECURITYHOLDER ----- | (2) PRINCIPAL AMOUNT OF DEBENTURES BENEFICIALLY OWNED AND OFFERED ----- | (3) PERCENT OF TOTAL OUTSTANDING DEBENTURES ----- | (4) COMMON STOCK ISSUABLE UPON CONVERSION OF THE DEBENTURES ----- | COMM OWNED CONV DEB --- |
|---|--|--|--|-------------------------------------|
| Kerr-McGee Corporation | 115,000 | 0.02% | 2,938 | |
| Kettering Medical Center | | | | |
| Funded Depreciation | | | | |
| Account | 80,000 | 0.01% | 2,044 | |
| Knoxville Utilities Board | | | | |
| Retirement System | 195,000 | 0.03% | 4,982 | |
| Lakeshore International, | | | | |
| Ltd. | 18,400,000 | 3.07% | 470,059 | |
| Lehman Brothers Inc. | 13,000,000 | 2.17% | 332,107 | |

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|---|------------|-------|---------|
| Leonardo, L.P. | 20,000,000 | 3.33% | 510,934 |
| Lexington (IMA) Limited | 139,000 | 0.02% | 3,551 |
| Libertyview Funds, L.P. | 8,250,000 | 1.38% | 210,760 |
| Louisiana Workers' Compensation Corporation | 385,000 | 0.06% | 9,835 |
| MLQA Convertible Securities | 20,000,000 | 3.33% | 510,934 |
| Arbitrage Ltd. | | | |
| Morgan Stanley & Co. | 4,000,000 | 0.67% | 102,187 |
| Nomura Securities International, Inc. | 15,000,000 | 2.50% | 383,201 |
| OZ Master Fund, Ltd. | 4,534,000 | 0.76% | 115,829 |
| Peoples Benefit Life Insurance Company TEAMSTERS | 5,000,000 | 0.83% | 127,734 |
| Port Authority of Allegheny County Retirement and Disability Allowance Plan for the Employees Represented by Local 85 of the Amalgamated Transit Union | 1,450,000 | 0.24% | 37,043 |
| Radian Asset Guaranty | 1,000,000 | 0.17% | 25,547 |
| Radian Guaranty Inc. | 1,000,000 | 0.17% | 25,547 |
| Retail Clerks Pension Trust | 2,500,000 | 0.42% | 63,867 |
| Retail Clerks Pension Trust #2 | 1,500,000 | 0.25% | 38,320 |
| Royal Bank of Canada | 7,000,000 | 1.17% | 178,827 |
| SCI Endowment Care Common Trust Fund--National Fiduciary Services | 230,000 | 0.04% | 5,876 |
| SCI Endowment Care Common Trust Fund--Suntrust | 95,000 | 0.02% | 2,427 |
| Southern Farm Bureau Life Insurance | 125,000 | 0.02% | 3,193 |
| SPT | 1,100,000 | 0.18% | 28,101 |
| St. Albans Partners Ltd. | 5,000,000 | 0.83% | 127,734 |
| Starvest Managed Portfolio | 15,000 | ** | 383 |

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| (1) SELLING SECURITYHOLDER | (2) PRINCIPAL AMOUNT OF DEBENTURES BENEFICIALLY OWNED AND OFFERED | (3) PERCENT OF TOTAL OUTSTANDING DEBENTURES | (4) COMMON STOCK ISSUABLE UPON CONVERSION OF THE DEBENTURES | COMM OWNED CONV DEB |
|----------------------------------|---|---|---|------------------------------|
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|--|------------|-------|-----------|
| State of Florida Division of Treasury | 460,000 | 0.08% | 11,751 |
| State of Florida, Office of the Treasurer | 1,500,000 | 0.25% | 38,320 |
| State of Mississippi Health Care Trust Fund | 185,000 | 0.03% | 4,726 |
| Susquehanna Capital Group | 23,000,000 | 3.83% | 587,574 |
| TD Securities (USA) Inc. | 20,000,000 | 3.33% | 510,934 |
| The Dow Chemical Company Employees' Retirement Plan | 2,700,000 | 0.45% | 68,976 |
| The Fondren Foundation | 85,000 | 0.01% | 2,171 |
| UBS AG London Branch | 40,000,000 | 6.67% | 1,021,868 |
| UBS O'Connor LLC f/b/o UBS Global Equity Arbitrage Master Ltd. | 500,000 | 0.08% | 12,773 |
| Union Carbide Retirement Account | 1,750,000 | 0.29% | 44,707 |
| United Food and Commercial Workers Local 1262 and Employers Pension Fund | 650,000 | 0.11% | 16,605 |
| Vopak USA, Inc. Retirement Plan | 375,000 | 0.06% | 9,580 |
| White River Securities L.L.C. | 10,112,000 | 1.69% | 258,328 |
| William Blair & Co. LLC | 2,225,000 | 0.37% | 56,841 |
| Wolverine Trading, L.P. | 3,000,000 | 0.50% | 76,640 |
| Worldwide Transactions Ltd. | 420,000 | 0.07% | 10,729 |
| Yield Strategies Fund II, LP | 3,250,000 | 0.54% | 83,027 |

* Assuming the sale of all debentures and common stock issuable upon conversion of the debentures, selling securityholders will not hold any debentures and will hold the number of our common stock set forth in column (5) "Common Stock Owned Prior to Conversion of Debentures." At that time, no selling securityholder will hold more than 1% of our outstanding common stock.

** Less than 0.01%.