CARNIVAL CORP
Form SC 13D/A
June 08, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Schedule 13D

Under the Securities Exchange Act of 1934
(Amendment No. 9)*

Carnival Corporation
Carnival plc

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(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)

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(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**

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(CUSIP Number)

Arnaldo Perez, Esq.
General Counsel
Carnival Corporation
3655 N.W. 87th Avenue
Miami, Florida 33178-2428
(305) 599-2600

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(Name, Address and Telephone Number of
Person Authorized to Receive Notices and Communications)

June 6, 2005

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(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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 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.

2

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

| | | | |
|---|---|---|---|
| 1) | Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:<br><br>TAMMS INVESTMENT COMPANY, LIMITED PARTNERSHIP | | |
| 2) | Check the Appropriate Box if a Member of a Group (See Instructions) | (a)<br>(b) | [_]<br>[X] |
| 3) | SEC Use Only | | |
| 4) | Source of Funds (See Instructions):<br><br>Not Applicable | | |
| 5) | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) | | [_] |
| 6) | Citizenship or Place of Organization:<br><br>Delaware | | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) Sole Voting Power: | 3,653,168 | |
| | 8) Shared Voting Power: | -0- | |
| | 9) Sole Dispositive Power: | 3,653,168 | |
| | 10) Shared Dispositive Power: | -0- | |
| 11) | Aggregate Amount Beneficially Owned by Each Reporting Person:<br><br>3,653,168 | | |
| 12) | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See | | |

Instructions)

[_]

---

13) Percent of Class Represented by Amount in Row (11):

0.6%

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14) Type of Reporting Person (See Instructions):

OO

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3

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

---

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

TAMMS MANAGEMENT CORPORATION

---

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

---

3) SEC Use Only

---

4) Source of Funds (See Instructions):

Not Applicable

---

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[_]

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6) Citizenship or Place of Organization:

Delaware

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| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | 3,653,168 |
| | 8) | Shared Voting Power: | -0- |
| | 9) | Sole Dispositive Power: | 365,317 |
| | 10) | Shared Dispositive Power: | 3,287,851 |

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11) Aggregate Amount Beneficially Owned by Each Reporting Person:

3,653,168

---

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[_]

---

13) Percent of Class Represented by Amount in Row (11):

0.6%

---

14) Type of Reporting Person (See Instructions):

CO

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4

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

---

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

NICKEL CONTINUED IRREVOCABLE TRUST

---

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

---

3) SEC Use Only

---

4) Source of Funds (See Instructions):

Not Applicable

---

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[_]

---

6) Citizenship or Place of Organization:

Delaware

---

| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | 2,124,560 |
| | 8) | Shared Voting Power: | -0- |
| | 9) | Sole Dispositive Power: | 2,124,560 |
| | 10) | Shared Dispositive Power: | -0- |

---

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,124,560

---

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[_]

---

13) Percent of Class Represented by Amount in Row (11):

0.3%

---

14) Type of Reporting Person (See Instructions):

OO

---

5

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

---

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

MA 1997 HOLDINGS, L.P.

---

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

---

3) SEC Use Only

---

4) Source of Funds (See Instructions):

Not Applicable

---

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[_]

---

6) Citizenship or Place of Organization:

Delaware

---

| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | 2,599,265 |
| | 8) | Shared Voting Power: | -0- |
| | 9) | Sole Dispositive Power: | 2,599,265 |
| | 10) | Shared Dispositive Power: | -0- |

---

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,599,265

---

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[_]

---

13) Percent of Class Represented by Amount in Row (11):

0.4%

---

14) Type of Reporting Person (See Instructions):

PN

---

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

| | | | |
|---|---|---|---|
| 1) | Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:<br><br>MA 1997 HOLDINGS, INC. | | |
| 2) | Check the Appropriate Box if a Member of a Group (See Instructions) | (a)<br>(b) | [_]<br>[X] |
| 3) | SEC Use Only | | |
| 4) | Source of Funds (See Instructions):<br><br>Not Applicable | | |
| 5) | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) | | [_] |
| 6) | Citizenship or Place of Organization:<br><br>Delaware | | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) Sole Voting Power: | 2,599,265 | |
| | 8) Shared Voting Power: | -0- | |
| | 9) Sole Dispositive Power: | 2,599,265 | |
| | 10) Shared Dispositive Power: | -0- | |
| 11) | Aggregate Amount Beneficially Owned by Each Reporting Person:<br><br>2,599,265 | | |
| 12) | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | | [_] |
| 13) | Percent of Class Represented by Amount in Row (11):<br><br>0.4% | | |
| 14) | Type of Reporting Person (See Instructions):<br><br>CO | | |

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

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

NICKEL 1994 "B" TRUST

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[_]

6) Citizenship or Place of Organization:

Delaware

| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | 106,114,284 |
| | 8) | Shared Voting Power: | -0- |
| | 9) | Sole Dispositive Power: | 106,114,284 |
| | 10) | Shared Dispositive Power: | -0- |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

106,114,284

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[_]

13) Percent of Class Represented by Amount in Row (11):

16.7%

14) Type of Reporting Person (See Instructions):

OO

8

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

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above

Persons:

MA 1994 B SHARES, L.P.

---

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

---

3) SEC Use Only

---

4) Source of Funds (See Instructions):

Not Applicable

---

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[_]

---

6) Citizenship or Place of Organization:

Delaware

---

| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | 106,114,284 |
| | 8) | Shared Voting Power: | -0- |
| | 9) | Sole Dispositive Power: | 106,114,284 |
| | 10) | Shared Dispositive Power: | -0- |

---

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

106,114,284

---

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[_]

---

13) Percent of Class Represented by Amount in Row (11):

16.7%

---

14) Type of Reporting Person (See Instructions):

PN

---

9

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

---

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

MA 1994 B SHARES, INC.

---

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

---

3) SEC Use Only

---

4) Source of Funds (See Instructions):

Not Applicable

---

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[_]

---

6) Citizenship or Place of Organization:

Delaware

---

| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | 106,114,284 |
| | 8) | Shared Voting Power: | -0- |
| | 9) | Sole Dispositive Power: | 106,114,284 |
| | 10) | Shared Dispositive Power: | -0- |

---

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

106,114,284

---

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[_]

---

13) Percent of Class Represented by Amount in Row (11):

16.7%

---

14) Type of Reporting Person (See Instructions):

CO

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10

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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1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

MICKY ARISON

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2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [_]

6) Citizenship or Place of Organization:

United States

| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | 113,970,864 |
| | 8) | Shared Voting Power: | 76,067,139 |
| | 9) | Sole Dispositive Power: | 113,570,864 |
| | 10) | Shared Dispositive Power: | 77,499,579 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

191,070,443

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [X]

13) Percent of Class Represented by Amount in Row (11):

30.1%

14) Type of Reporting Person (See Instructions):

IN

11

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

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

ETERNITY ONE TRUST

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [_]

6) Citizenship or Place of Organization:

Guernsey, Channel Islands

| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | -0- |
| | 8) | Shared Voting Power: | -0- |
| | 9) | Sole Dispositive Power: | -0- |
| | 10) | Shared Dispositive Power: | 5,102,708 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

5,102,708

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [_]

13) Percent of Class Represented by Amount in Row (11):

0.8%

14) Type of Reporting Person (See Instructions):

OO

12

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

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

ETERNITY TWO TRUST

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [_]

6) Citizenship or Place of Organization:

Delaware

| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | 3,000,000 |
| | 8) | Shared Voting Power: | -0- |
| | 9) | Sole Dispositive Power: | 3,000,000 |
| | 10) | Shared Dispositive Power: | 759,010 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

3,759,010

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [_]

13) Percent of Class Represented by Amount in Row (11):

0.6%

14) Type of Reporting Person (See Instructions):

OO

13

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

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

SHARI ARISON

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [_]

6) Citizenship or Place of Organization:

United States and Israel

| Number of Shares Beneficially Owned by Each Reporting Person With | | |
|---|---|---|
| | 7) Sole Voting Power: | 4,000,000 |
| | 8) Shared Voting Power: | 1,200 |
| | 9) Sole Dispositive Power: | -0- |
| | 10) Shared Dispositive Power: | 5,103,908 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

5,103,908

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[_]

13) Percent of Class Represented by Amount in Row (11):

0.8%

14) Type of Reporting Person (See Instructions):

IN

14

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

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

JMD DELAWARE, INC.

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[_]

6) Citizenship or Place of Organization:

Delaware

| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | 6,747,482 |
| | 8) | Shared Voting Power: | -0- |
| | 9) | Sole Dispositive Power: | 6,747,482 |
| | 10) | Shared Dispositive Power: | 759,010 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

7,506,492

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[_]

13) Percent of Class Represented by Amount in Row (11):

1.2%

14) Type of Reporting Person (See Instructions):

CO

15

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

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

JAMES M. DUBIN

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[_]

6) Citizenship or Place of Organization:

United States

| | | | |
|---|---|---|---|
| Number of Shares Beneficially | 7) | Sole Voting Power: | 6,748,482 |
| | 8) | Shared Voting Power: | 109,152,855 |

| | | |
|---|---|---|
| Owned by Each Reporting Person With | 9) | Sole Dispositive Power: 6,748,482 |
| | 10) | Shared Dispositive Power: 112,103,315 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

118,851,797

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[_]

13) Percent of Class Represented by Amount in Row (11):

18.7%

14) Type of Reporting Person (See Instructions):

IN

16

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

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

ARTSFARE 1992 IRREVOCABLE TRUST

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[_]

6) Citizenship or Place of Organization:

Delaware

| | | |
|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: -0- |
| | 8) | Shared Voting Power: 41,145,830 |
| | 9) | Sole Dispositive Power: -0- |
| | 10) | Shared Dispositive Power: 41,145,830 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

41,145,830

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[_]

13) Percent of Class Represented by Amount in Row (11):

6.5%

14) Type of Reporting Person (See Instructions):

OO



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

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

KNIGHT PROTECTOR, INC.

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[_]

6) Citizenship or Place of Organization:

Delaware

| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | 30,085,716 |
| | 8) | Shared Voting Power: | 37,921,309 |
| | 9) | Sole Dispositive Power: | -0- |
| | 10) | Shared Dispositive Power: | 68,766,035 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

68,766,035

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [_]

13) Percent of Class Represented by Amount in Row (11):

10.8%

14) Type of Reporting Person (See Instructions):

CO

18

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

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

SUNTRUST DELAWARE TRUST COMPANY

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [_]

6) Citizenship or Place of Organization:

Delaware

| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | -0- |
| | 8) | Shared Voting Power: | -0- |
| | 9) | Sole Dispositive Power: | -0- |
| | 10) | Shared Dispositive Power: | 41,145,830 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

41,145,830

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [_]

13) Percent of Class Represented by Amount in Row (11):

6.5%

14) Type of Reporting Person (See Instructions):

OO

19

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

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

JMD-LMA PROTECTOR, INC.

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[_]

6) Citizenship or Place of Organization:

Delaware

| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | -0- |
| | 8) | Shared Voting Power: | 41,145,830 |
| | 9) | Sole Dispositive Power: | -0- |
| | 10) | Shared Dispositive Power: | 41,145,830 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

41,145,830

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[_]

13) Percent of Class Represented by Amount in Row (11):

6.5%

14) Type of Reporting Person (See Instructions):

CO

20

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

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

JPMORGAN TRUST COMPANY OF DELAWARE

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[_]

6) Citizenship or Place of Organization:

Delaware

| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | -0- |
| | 8) | Shared Voting Power: | 3,000,000 |
| | 9) | Sole Dispositive Power: | -0- |
| | 10) | Shared Dispositive Power: | 8,861,718 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

8,861,718

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[_]

13) Percent of Class Represented by Amount in Row (11):

1.4%

14) Type of Reporting Person (See Instructions):

OO

21

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

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

ARTSFARE 2003 TRUST

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[_]

6) Citizenship or Place of Organization:

Delaware

| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | 400,000 |
| | 8) | Shared Voting Power: | -0- |
| | 9) | Sole Dispositive Power: | -0- |
| | 10) | Shared Dispositive Power: | 1,432,440 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,432,440

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[_]

13) Percent of Class Represented by Amount in Row (11):

0.2%

14) Type of Reporting Person (See Instructions):

OO

22

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

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

MBA I, L.P.

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[_]

6) Citizenship or Place of Organization:

Delaware

| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | 400,000 |
| | 8) | Shared Voting Power: | -0- |
| | 9) | Sole Dispositive Power: | -0- |
| | 10) | Shared Dispositive Power: | 1,432,440 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,432,440

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[_]

13) Percent of Class Represented by Amount in Row (11):

0.2%

14) Type of Reporting Person (See Instructions):

OO



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

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

JAFASA CONTINUED IRREVOCABLE TRUST

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[_]

6) Citizenship or Place of Organization:

Delaware

| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | 1,000,000 |
| | 8) | Shared Voting Power: | -0- |
| | 9) | Sole Dispositive Power: | 1,000,000 |
| | 10) | Shared Dispositive Power: | 759,010 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,759,010

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[_]

13) Percent of Class Represented by Amount in Row (11):

0.3%

14) Type of Reporting Person (See Instructions):

OO



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

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

JOHN J. O'NEIL

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [_]
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[_]

6) Citizenship or Place of Organization:

Delaware

| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | -0- |
| | 8) | Shared Voting Power: | 68,007,025 |
| | 9) | Sole Dispositive Power: | -0- |
| | 10) | Shared Dispositive Power: | 68,766,035 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

68,766,035

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[_]

13) Percent of Class Represented by Amount in Row (11):

10.8%

14) Type of Reporting Person (See Instructions):

IN

25

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

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

NICKEL 2003 GRAT

2) Check the Appropriate Box if a Member of a Group (See Instructions)

| | | | |
|---|---|---|---|
| | | (a) | [_] |
| | | (b) | [X] |

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [_]

6) Citizenship or Place of Organization:

Delaware

| | | | |
|---|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power: | 3,622,922 |
| | 8) | Shared Voting Power: | -0- |
| | 9) | Sole Dispositive Power: | 3,622,922 |
| | 10) | Shared Dispositive Power: | -0- |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

3,622,922

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [_]

13) Percent of Class Represented by Amount in Row (11):

0.6%

14) Type of Reporting Person (See Instructions):

OO



The Schedule 13D relating to Carnival Corporation and Carnival plc is being filed by TAMMS Investment Company, Limited Partnership, TAMMS Management Corporation, the Nickel Continued Irrevocable Trust, MA 1997 Holdings, L.P., MA 1997 Holdings, Inc., Nickel 1994 "B" Trust, MA 1994 B Shares, L.P., MA 1994 B Shares, Inc., Micky Arison, Eternity One Trust, Eternity Two Trust, Shari Arison, JMD Delaware, Inc., James M. Dubin, Artsfare 1992 Irrevocable Trust, Knight Protector, Inc., SunTrust Delaware Trust Company, JMD-LMA Protector, Inc., JPMorgan Trust Company of Delaware, Artsfare 2003 Trust, MBA I, L.P., the Jafasa Continued Irrevocable Trust, John J. O'Neil and the Nickel 2003 GRAT (collectively, the "Reporting Persons"). This Amendment No. 9 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. IDENTITY AND BACKGROUND

No material change.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

No material change.

ITEM 4. PURPOSE OF TRANSACTION

No material change.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

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

All ownership percentages set forth herein assume that there are 634,905,663 Shares outstanding, representing the total number of shares reported in the Quarterly Report on Form 10-Q of Carnival Corporation for the quarter ending February 28, 2005 to be outstanding as of March 31, 2005.

(a) and (b)(i) TAMMS L.P. may be deemed to own beneficially 3,653,168 Shares (approximately 0.6% of the total number of Shares outstanding). TAMMS L.P. has sole voting power and sole dispositive power over the 3,653,168 Shares held by TAMMS L.P.

(ii) TAMMS Corp. is the Managing General Partner of TAMMS L.P. and as such is entitled, pursuant to the Limited Partnership Agreement, to exercise all voting rights with respect to the Shares held by TAMMS L.P. TAMMS Corp. may be deemed to own beneficially all the 3,653,168 Shares (approximately 0.6% of the total number of Shares outstanding) beneficially owned by TAMMS L.P. TAMMS Corp. has sole voting power over



the 3,653,168 Shares directly held by TAMMS L.P. Pursuant to the Limited Partnership Agreement, the Managing General Partner of TAMMS L.P. can dispose of up to 10% in value of the property of TAMMS L.P. To dispose of a greater amount of the property, consent of a majority interest of the partners in TAMMS L.P. is needed. Thus, TAMMS Corp. has sole dispositive power over 365,317 Shares held by TAMMS L.P. and shares dispositive power over the remaining 3,287,851 Shares held by TAMMS L.P.

(iii) Nickel Continued Irrevocable Trust beneficially owns an aggregate of 2,124,560 Shares (approximately 0.3% of the total number of Shares outstanding), all of which it holds directly. Nickel Continued Irrevocable Trust has sole voting and dispositive power with respect to the 2,124,560 Shares held by it.

(iv) MA 1997, L.P. beneficially owns an aggregate of 2,599,265 Shares (approximately 0.4% of the total number of Shares outstanding), all of which it holds directly. MA 1997, L.P. has sole voting and dispositive power with respect to all such Shares that it holds directly.

(v) MA 1997, Inc. beneficially owns an aggregate of 2,599,265

Shares (approximately 0.4% of the total number of Shares outstanding), by virtue of being the general partner of MA 1997, L.P. MA 1997, Inc. has sole voting and dispositive power with respect to all such Shares.

(vi) Nickel 1994 "B" Trust beneficially owns 106,114,284 Shares (approximately 16.7% of the total number of Shares outstanding), by virtue of being the sole stockholder of B Shares, Inc., the general partner of B Shares, L.P. Nickel 1994 "B" Trust has sole voting power and dispositive power with respect to all such Shares held by B Shares, L.P.

(vii) B Shares, L.P. beneficially owns an aggregate of 106,114,284 Shares (approximately 16.7% 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.

(viii) B Shares, Inc. beneficially owns an aggregate of 106,114,284 Shares (approximately 16.7% 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.

(ix) Micky Arison beneficially owns an aggregate of 191,070,443 Shares (approximately 30.1% of the total number of Shares outstanding), 696,000 Shares of which are underlying vested options which he holds directly, 2,599,265 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, 106,114,284 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, 76,605,532 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 1,432,440 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 Artsfare 2003 Trust. Micky Arison has shared dispositive and voting power with respect to the 41,145,830 Shares held by the Artsfare 1992 Irrevocable Trust and with respect to 34,921,309 Shares held by the Eternity Four Trust. Micky Arison has sole voting and dispositive power with respect to the 2,599,265 Shares indirectly held by the Nickel 2003 Revocable Trust, which is the sole stockholder of MA 1997, Inc. Micky Arison has shared dispositive power with respect to 1,432,440 Shares indirectly held by the Artsfare 2003 Trust. Micky Arison has sole voting power over the 400,000 Shares indirectly held by the Artsfare 2003 Trust. Micky Arison has sole voting and dispositive power with respect to the 538,393 Shares held by the Nickel 1997 Irrevocable Trust and the 106,114,284 Shares indirectly held by the Nickel 1994 "B" Trust. Micky Arison is deemed to be the beneficial owner of the 696,000 Shares underlying vested options and the 3,622,922 Shares held by the Nickel 2003 GRAT over which he may acquire beneficial ownership at any time by replacing the trustee or reacquiring the Shares from the Nickel 2003 GRAT by substituting other property of an equivalent value.

Because of his status as President and Treasurer of TAMMS Corp., Micky Arison may also be deemed to share voting power with respect to the remaining 2,620,728 Shares beneficially owned by TAMMS L.P. in addition to 1,032,440 Shares held by the Artsfare 2003 Trust. Micky Arison disclaims beneficial ownership of the 2,620,728 Shares owned by TAMMS L.P. which are beneficially owned by the partners of TAMMS L.P. Accordingly, Micky Arison has not reported beneficial ownership of the 2,620,728 Shares held by TAMMS L.P.

(x) Eternity One Trust beneficially owns an aggregate of 5,102,708 Shares (approximately 0.8% of the total number of Shares outstanding), 4,000,000 of which it owns directly and 1,102,708 of which it holds beneficially by virtue of its interest in TAMMS L.P. Eternity One Trust has shared dispositive power over all such Shares.

(xi) Eternity Two Trust beneficially owns an aggregate of 3,759,010 Shares (approximately 0.6% of the total number of Shares outstanding), 3,000,000 of which it holds directly and 759,010 of which it holds beneficially by virtue of its interest in TAMMS L.P. Eternity Two Trust has sole voting and dispositive power with respect to the 3,000,000 Shares held by it and shares dispositive power over the 759,010 Shares held by TAMMS L.P.

(xii) Shari Arison beneficially owns 5,103,908 Shares (approximately 0.8% of the total number of Shares outstanding). Shari Arison has sole voting power and shared dispositive power with respect to 4,000,000 Shares directly held by Eternity One Trust and shared dispositive power with respect to the trust's ownership interest in the 1,102,708 Shares held by TAMMS L.P. Ms. Arison also may be deemed to beneficially own 1,200 Shares held by her children and have shared voting and dispositive power over such Shares. Ms. Arison disclaims beneficial ownership of such Shares held by her children.

(xiii) JMD Delaware, Inc. beneficially owns an aggregate of 7,506,492 Shares (approximately 1.2% of the total number of Shares outstanding), by virtue of being the trustee of the Nickel Continued Irrevocable Trust, the Jafasa Continued Irrevocable Trust and the Nickel 2003 GRAT. JMD Delaware, Inc. has sole voting and dispositive power with respect to the Shares held by the Nickel Continued Irrevocable Trust, the Nickel 2003 GRAT



and 1,000,000 Shares held by the Jafasa Continued Irrevocable Trust. JMD Delaware, Inc. has shared dispositive power with respect to 759,010 Shares held by the Jafasa Continued Irrevocable Trust. 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.

(xiv) James M. Dubin beneficially owns an aggregate of 118,851,797 Shares (approximately 18.7% of the total number of Shares outstanding), 1,000 Shares of which he holds directly and 118,850,797 Shares with respect to which he has a beneficial interest by virtue of being the sole shareholder of JMD Delaware, Inc. and JMD-LMA Protector, Inc., a fifty-percent shareholder of Knight Protector, Inc. and the sole trustee of the Artsfare 2003 Trust. 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.

(xv) Artsfare 1992 Irrevocable Trust beneficially owns the 41,145,830 Shares for which it exercises shared dispositive power (approximately 6.5% of the total number of Shares outstanding).

(xvi) Knight Protector, Inc. beneficially owns an aggregate of 68,766,035 Shares (approximately 10.8% 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 3,000,000 Shares held by Eternity Two Trust and shared dispositive power with respect to the 759,010 Shares held by TAMMS L.P. Knight Protector, Inc. has shared dispositive power with respect to Shares held by Eternity Four Trust. Knight Protector, Inc. has shared voting

power with respect to 34,921,309 Shares held by Eternity Four Trust, and has sole voting power with respect to 30,085,716 Shares held by Eternity Four Trust.

(xvii) SunTrust Delaware Trust Company beneficially owns 41,145,830 Shares (approximately 6.5% of the total number of Shares outstanding), by virtue of being the trustee of Artsfare 1992 Irrevocable Trust. SunTrust Delaware Trust Company has shared dispositive power with respect to the Shares held by Artsfare 1992 Irrevocable Trust. Accordingly, SunTrust Delaware Trust Company may be deemed to beneficially own such Shares for which it exercises such dispositive power. SunTrust Delaware Trust Company disclaims beneficial ownership of such Shares.

(xviii) JMD-LMA Protector, Inc. beneficially owns an aggregate of 41,145,830 Shares (approximately 6.5% of the total number of Shares outstanding), by virtue of being the protector of Artsfare 1992 Irrevocable Trust. JMD-LMA Protector, Inc., has shared voting and dispositive power with respect to Shares held by Artsfare 1992 Irrevocable Trust.

(xix) JPMorgan Trust Company of Delaware beneficially owns 8,861,718 Shares (approximately 1.4% of the total number of Shares outstanding), by virtue of being the sole trustee of Eternity One Trust and Eternity Two Trust. JPMorgan Trust Company of Delaware has shared dispositive power with respect to the 4,000,000 Shares directly held by



Eternity One Trust and 1,102,708 Shares held by TAMMS L.P. JPMorgan Trust Company of Delaware has shared voting and dispositive power with respect to the 3,000,000 Shares held directly by Eternity Two Trust and shared dispositive power with respect to the 759,010 Shares held by TAMMS L.P. Accordingly, JPMorgan Trust Company of Delaware may be deemed to beneficially own such Shares for which it exercises shared voting and/or dispositive power. JPMorgan Trust Company of Delaware disclaims beneficial ownership of such Shares.

(xx) Artsfare 2003 Trust beneficially owns an aggregate of 1,432,440 Shares (approximately 0.2% of the total number of Shares outstanding), 400,000 of which it holds beneficially by virtue of its interest in MBA and 1,032,440 of which it holds beneficially by virtue of the limited partnership interest of MBA in TAMMS, L.P. Artsfare 2003 Trust has shared dispositive power with respect to the 400,000 Shares directly held by MBA and exercises shared dispositive power over the 1,032,440 Shares held by TAMMS L.P.

(xxi) MBA beneficially owns an aggregate of 1,432,440 Shares (approximately 0.2% of the total number of Shares outstanding), 400,000 Shares of which it holds directly and 1,032,440 Shares of which it owns beneficially by virtue of its interest in TAMMS L.P. MBA has sole voting and dispositive power over the 400,000 Shares it holds directly and exercises shared dispositive power over the 1,032,440 Shares held by TAMMS L.P.

(xxii) The Jafasa Continued Irrevocable Trust beneficially owns an aggregate of 1,759,010 Shares (approximately 0.3% of the total number of Shares outstanding), 1,000,000 of which it holds directly and 759,010 of which it holds beneficially by virtue of its interest in TAMMS L.P. The Jafasa Continued Irrevocable Trust has sole voting and dispositive power with respect to the 1,000,000 Shares held by it and shares dispositive power over the 759,010 Shares held by TAMMS L.P.

(xxiii) John J. O'Neil beneficially owns an aggregate of 68,766,035 Shares (approximately 10.8% 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 3,000,000 Shares held by Eternity Two Trust and shared dispositive power with respect to the 759,010 Shares held by TAMMS L.P. Mr. O'Neil has shared voting and dispositive power with respect to the 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.

(xxiv) The Nickel 2003 GRAT owns an aggregate of 3,622,922 Shares (approximately 0.6% of the total number of Shares outstanding). The Nickel 2003 GRAT has sole voting power and sole dispositive power with respect to the 3,622,922 Shares held by it.

(xxv) The Reporting Persons, as a group, beneficially own an aggregate of 233,903,647 Shares (approximately 34.7% 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.

(c) (i) During the past 60 days, Artsfare 1992 Irrevocable Trust((1)) has sold Shares in open market transactions on the New York Stock Exchange as follows:

| DATE | NO. OF SHARES SOLD | AVERAGE PRICE PER SHARE |
|---|---|---|
| 04/07/05 | 32,000 | $51.05 |
| 04/12/05 | 32,000 | $50.58 |
| 04/15/05 | 10,000 | $49.54 |
| 04/18/05 | 6,200 | $49.24 |
| 04/19/05 | 10,000 | $49.33 |
| 04/21/05 | 64,000 | $49.33 |
| 04/25/05 | 5,500 | $49.54 |
| 04/27/05 | 5,000 | $47.12 |
| 04/28/05 | 32,000 | $47.80 |
| 04/29/05 | 5,400 | $48.27 |

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(1) Each of Micky Arison, SunTrust Delaware Trust Company, JMD-LMA Protector, Inc. and James M. Dubin also report beneficial ownership of the Shares held by Artsfare 1992 Irrevocable Trust.

(c) (ii) During the past 60 days, the Jafasa Continued Irrevocable Trust((2)) has sold Shares in open market transactions on the New York Stock Exchange as follows:

| DATE | NO. OF SHARES SOLD | AVERAGE PRICE PER SHARE |
|---|---|---|
| 04/07/05 | 85,000 | $51.06 |
| 04/12/05 | 85,000 | $50.59 |
| 04/15/05 | 20,000 | $49.56 |
| 04/18/05 | 25,000 | $49.35 |
| 04/19/05 | 25,000 | $49.32 |
| 04/21/05 | 170,000 | $49.27 |

| | | |
|---|---|---|
| 04/25/05 | 13,000 | $49.54 |
| 04/27/05 | 25,000 | $47.14 |
| 04/28/05 | 85,000 | $47.77 |
| 04/29/05 | 85,000 | $48.43 |
| 05/03/05 | 20,000 | $49.01 |
| 05/04/05 | 155,000 | $49.58 |
| 05/06/05 | 25,000 | $50.25 |
| 05/11/05 | 85,000 | $49.12 |
| 05/12/05 | 36,100 | $49.40 |
| 05/13/05 | 67,000 | $49.78 |
| 05/16/05 | 18,100 | $50.61 |

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(2) Each of JMD Delaware, Inc. and James M. Dubin also report beneficial ownership of the Shares held by the Jafasa Continued Irrevocable Trust.

(c) (iii) During the past 60 days, the Eternity Four((3)) has sold Shares in open market transactions on the New York Stock Exchange as follows:

| DATE | NO. OF SHARES SOLD | AVERAGE PRICE PER SHARE |
|---|---|---|
| 05/17/05 | 246,400 | $52.02 |
| 05/18/05 | 945,000 | $52.71 |
| 05/19/05 | 490,000 | $52.89 |
| 05/20/05 | 865,000 | $52.46 |
| 05/24/05 | 70,000 | $52.69 |
| 05/25/05 | 72,500 | $52.37 |
| 05/26/05 | 800,000 | $52.89 |
| 05/31/05 | 7,000 | $52.95 |
| 06/01/05 | 200,000 | $53.47 |
| 06/02/05 | 225,000 | $53.10 |
| 06/06/05 | 138,300 | $52.36 |

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(3) Each of Knight Protector, Inc., John J. O'Neil and James M. Dubin report beneficial ownership of the Shares held by Eternity Four Trust.

Except as set forth in this paragraph (c), to the best of the 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. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 is hereby amended by adding the following:

A Consent, Waiver and Agreement, dated as of April 13, 2005, released (i) 857,143 Shares held by SunTrust Delaware Trust Company, as trustee for

Artsfare 1992 Irrevocable Trust, from a pledge in favor of SunTrust Bank pursuant to an assignment and pledge agreement dated December 17, 2003 and (ii) 1,142,857 Shares held by Citigroup Institutional Trust Company, as trustee for Eternity Four, from a pledge in favor of SunTrust Bank pursuant to a pledge agreement dated December 17, 2003.



ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

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

Exhibit 34 Joint Filing Agreement, dated as of June 8, 2005, among TAMMS L.P., TAMMS Corp., Nickel Continued Irrevocable Trust, MA 1997, L.P., MA 1997, Inc., Nickel 1994 "B" Trust, B Shares, L.P., B Shares, Inc., Micky Arison, Eternity One Trust, Eternity Two Trust, Shari Arison, JMD Delaware, Inc., James M. Dubin, Artsfare 1992 Irrevocable Trust, Knight Protector, Inc., SunTrust Delaware Trust Company, JMD-LMA Protector, Inc., JPMorgan Trust Company of Delaware, Artsfare 2003 Trust, MBA, Jafasa Continued Irrevocable Trust, John J. O'Neil and Nickel 2003 GRAT.

Exhibit 35 Consent, Waiver and Agreement, dated as of April 13, 2005, by and among Arison Holdings (1998) Ltd., the lenders named therein and SunTrust Bank, as administrative agent and as collateral agent for the lenders.

The Power of Attorney filed for Eternity Two Trust and JPMorgan Trust Company of Delaware as an exhibit to Amendment No. 8 to Schedule 13D filed on March 22, 2005, the Powers of Attorney filed for Artsfare 1992 Irrevocable Trust and 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 Eternity One Trust as an exhibit to Amendment No. 7 to Schedule 13D filed on November 19, 2004 and the Powers of Attorney filed for the other signatories hereto (other than Eternity Two Trust and JPMorgan Trust Company of Delaware) as an exhibit to Amendment No. 4 to Schedule 13D filed on February 23, 2004 are hereby incorporated herein by reference.



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: June 8, 2005

ARTSFARE 1992 IRREVOCABLE TRUST
ARTSFARE 2003 TRUST
ETERNITY ONE TRUST
ETERNITY TWO TRUST
JAFASA CONTINUED IRREVOCABLE TRUST
JAMES M. DUBIN
JMD DELAWARE, INC.
JPMORGAN TRUST COMPANY OF DELAWARE

MA 1994 B SHARES, INC.
MA 1994 B SHARES, L.P.
MA 1997 HOLDINGS, INC.
MA 1997 HOLDINGS, L.P.
MBA I, L.P.
MICKY ARISON
NICKEL 1994 "B" TRUST
NICKEL 2003 GRAT
NICKEL CONTINUED IRREVOCABLE TRUST
SUNTRUST DELAWARE TRUST COMPANY
SHARI ARISON
TAMMS INVESTMENT COMPANY, LIMITED PARTNERSHIP
TAMMS MANAGEMENT CORPORATION

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

JMD-LMA PROTECTOR, INC.
KNIGHT PROTECTOR, INC.

By: /s/ John J. O'Neil
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John J. O'Neil, Authorized Signatory

/s/ John J. O'Neil
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John J. O'Neil

INDEX TO EXHIBITS

EXHIBITS
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Exhibit 34 Joint Filing Agreement, dated as of June 8, 2005, among TAMMS L.P., TAMMS Corp., Nickel Continued Irrevocable Trust, MA 1997, L.P., MA 1997, Inc., Nickel 1994 "B" Trust, B Shares, L.P., B Shares, Inc., Micky Arison, Eternity One Trust, Eternity Two Trust, Shari Arison, JMD Delaware, Inc., James M. Dubin, Artsfare 1992 Irrevocable Trust, Knight Protector, Inc., SunTrust Delaware Trust Company, JMD-LMA Protector, Inc., JPMorgan Trust Company of Delaware, Artsfare 2003 Trust, MBA, Jafasa Continued Irrevocable Trust, John J. O'Neil and Nickel 2003 GRAT.

Exhibit 35 Consent, Waiver and Agreement, dated as of April 13, 2005, by and among Arison Holdings (1998) Ltd., the lenders named therein and SunTrust Bank, as administrative agent and as collateral agent for the lenders.