SEC Form 4
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## FORM 4

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

OMB APPROVAL

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<b>STATEMENT</b>	OF	<b>CHANGES</b>	IN	BENEFICIAL	OWNERSHIP
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

			of Section So(n) of the investment Company Act of 1940			
1. Name and Address of Reporting Person*   Thamm Michael Olaf   (Last) (First)   (Last) (First)   (Middle)   C/O CARNIVAL CORPORATION   3655 N.W. 87TH AVENUE   (Street)   MIAMI FL   33178   (City) (State)   (Zip)		Person*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>CARNIVAL PLC</u> [ CUK ]	(Check	ationship of Reporting Pe < all applicable) Director Officer (give title	erson(s) to Issuer 10% Owner Other (specify
			3. Date of Earliest Transaction (Month/Day/Year) 02/15/2022	- X	below) Group CEO - Cos	below)
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Fili Form filed by One Re Form filed by More the Person	porting Person

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction C Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities	Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Ordinary Shares	02/15/2022		A <sup>(1)</sup>		<b>3,8</b> 41 <sup>(2)</sup>	A	\$ <mark>0</mark>	209,306.207	D	
Ordinary Shares	02/15/2022		S		3,841	D	\$20.6183 <sup>(3)</sup>	205,465.207	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		of		6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

## Explanation of Responses:

1. Vesting of performance-based restricted stock units ("PBS RSUs") granted in January 2019 pursuant to the Carnival plc 2014 Employee Share Plan which includes shares from the settlement of dividend equivalents accumulated during the PBS RSU restricted period. Each PBS RSU represents one share of Carnival plc ordinary shares.

2. The reporting person was eligible to earn from 0-200% of the target amount of PBS RSUs to the extent that Carnival Corporation & plc's annual operating income, as adjusted for certain fuel price changes and currency exchange rate impact, for each of the three fiscal years in the 2019-2021 performance cycle and the average of each year's return on invested capital at the end of the three-year performance cycle exceed specified performance goals.

3. This transaction was executed in multiple trades at prices ranging from \$20.5949 to \$20.6463. The price reported reflects the average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected. The transaction was conducted in British Pounds. The average sale price of GBP15.2393 was converted into US\$ at the February 15, 2022 conversion rate of GBP1 = USD1.3530.

## /s/ Michael O. Thamm

\*\* Signature of Reporting Person Date

02/17/2022

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

 $\ast$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).