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

Schedule 13D (Rule 13d-102)

Under the Securities Exchange Act of 1934 (Amendment No. 15)*

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)

January 17, 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

SCHEDULE 13D

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1			ING PERSON OR			
	I.R.S. IDEN	HIFICAL	TION NO. OF ABOVE PERSON			
	TAMMS MANAGEMENT CORPORATION					
2	CHECK TH	E APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o		
	(b) x					
	SEC USE ONLY					
3	SEC USE UNLY					
4	SOURCE OF	FUNDS	S			
	Not Applical	alo.				
5			SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0		
	CHECK BO	A II DIS	OCCUSIONE OF LEGAL PROCEEDINGS IS REQUIRED PORSONNI TO HEMS 2(0) of 2(c)	Ü		
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Delaware					
		7	SOLE VOTING POWER			
			22.122			
		8	32,439			
	NUMBER OF SHARES BENEFICIALLY		SHARED VOTING POWER			
			-0-			
	D BY EACH	9	SOLE DISPOSITIVE POWER			
_	ING PERSON VITH		-0-			
		10	SHARED DISPOSITIVE POWER			
		10				
			32,439			
11	AGGREGAT	E AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	32,439					
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o				
			· ,			
13	PERCENT C	OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)			
	0.0%					
14	TYPE OF R	EPORTI	NG PERSON			
	СО					
	CO					

CUSIP No. Common Stock:	: 143658 10 2 and 143658 30
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	IANE OF DE	ODTI	NO DEDGOM OF				
			NG PERSON OR ON NO. OF ABOVE PERSON				
	itio. ibliviii	102111	ON NO. OF INDOVERSION				
M	MA 1994 B SHARES, L.P.						
2 C	CHECK THE A	(a) o					
	(b) x						
3 5	EC USE ONL	v					
3	EC OSE ONE	.1					
4 S	OURCE OF F	UNDS					
N	ot Applicable						
			CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0			
	TIECK DUA	ני חופ(CLOSURE OF ELOAL PROCEEDINGS IS REQUIRED FORSUMIT TO THEMS 2(II) OF 2(E)	Ü			
6 C	CITIZENSHIP	OR PL	ACE OF ORGANIZATION				
	Nolawaro						
l l	Delaware 7 SOLE VOTING POWER						
		'	SOLE VOTING FOWER				
NUMBER OF SHARES BENEFICIALLY			100,638,843				
		8	SHARED VOTING POWER				
			-0-				
OWNED BY I		9	SOLE DISPOSITIVE POWER				
REPORTING PI	ERSON	3	SOLE DISTOSITIVE TOWER				
WITH			100,638,843				
		10	SHARED DISPOSITIVE POWER				
			-0-				
11 A	GGREGATE	AMOI	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
		111100					
	100,638,843						
12 C	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0						
13 P	ERCENT OF	CLASS	S REPRESENTED BY AMOUNT IN ROW (11)				
	7.0%						
14 T	YPE OF REP	ORTIN	IG PERSON				
p	'n						
1	PN						

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

SCHEDULE 13D

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1			ING PERSON OR				
	I.R.S. IDEN	TIFICAT	TION NO. OF ABOVE PERSON				
	MA 1994 B	MA 1994 B SHARES, INC.					
2	СНЕСК ТН	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0 (b) x					
3	SEC USE O	NLY					
4	SOURCE O	SOURCE OF FUNDS					
	Not Applica	Not Applicable					
5	СНЕСК ВО	X IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0			
6	CITIZENSH	IIP OR P	LACE OF ORGANIZATION				
	Delaware						
N	IIIMRED OE	7	SOLE VOTING POWER 100,638,843 SHARED VOTING POWER				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			-0-				
		9	SOLE DISPOSITIVE POWER				
	WITH	_	100,638,843				
		10	SHARED DISPOSITIVE POWER				
11	AGGREGA	ГЕ АМО	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	100,638,843						
12	СНЕСК ВО	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
13	PERCENT (PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	17.0%						
14	TYPE OF R	EPORTI.	NG PERSON				
	CO						

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

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1			NG PERSON OR		
	I.R.S. IDENTI	FICATI	ON NO. OF ABOVE PERSON		
	MICKY ARIS				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0 (b) x				
				(4)	
3	SEC USE ONLY				
4	SOURCE OF I	FUNDS			
	Not Applicable	<u> </u>			
5	CHECK BOX	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0	
6	CITIZENSHIP	OR PL	ACE OF ORGANIZATION		
	United States				
		7	SOLE VOTING POWER		
			110,873,332		
	NUMBER OF		SHARED VOTING POWER		
SHAR BENEFIC			55,974,784		
OWNED BY REPORTING		9	SOLE DISPOSITIVE POWER		
WIT			100,758,843		
		10	SHARED DISPOSITIVE POWER		
			66,089,273		
11	AGGREGATE	AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	166,848,116				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0				
13	PERCENT OF	CLASS	S REPRESENTED BY AMOUNT IN ROW (11)		
	28.2%				
14	TYPE OF REP	ORTIN	IG PERSON		
	IN				

CUSIP No. Collillon Stock: 143030 10 2 and 143030 30	CUSIP No. Common Stock: 143658 10 2 and 143658 30
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1 NAN	ME OE DED	OPTIN	NG PERSON OR	
			ON NO. OF ABOVE PERSON	
EGD.	DAITES CEL	70 EDI	I I OT	
	RNITY TW		PRIATE BOX IF A MEMBER OF A GROUP	(-) -
2 CHE	ECK THE A	PPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x
				.,
3 SEC	USE ONLY	Y		
4 SOU	JRCE OF F	UNDS		
Not	Applicable			
		F DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0
				-
6 CITI	CITIZENSHIP OR PLACE OF ORGANIZATION			
Dela	aware			
		7	SOLE VOTING POWER	
			-0-	
NUMBER OF SHARES		8	SHARED VOTING POWER	
			-0-	
BENEFICIALLY OWNED BY EAC		9	SOLE DISPOSITIVE POWER	
REPORTING PERS		5		
WITH			-0-	
		10	SHARED DISPOSITIVE POWER	
			-0-	
11 AGO	GREGATE A	AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
-0-	-0-			
12 CHE	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0			0
13 PER	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
0.0%		> D. T. T. T	- Name of the state of the stat	
14 TYP	'E OF REPO	JKTIN	IG PERSON	
00				

CUSIP No. Com	non 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						
		JMD DELAWARE, INC.						
2			DPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x				
3	SEC USE O	NLY						
4	SOURCE OI	F FUNDS	S					
	Not Applical							
5	CHECK BO	X IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0				
6	CITIZENSH Delaware	IP OR PI	LACE OF ORGANIZATION					
BE OW!	UMBER OF SHARES NEFICIALLY NED BY EACH RTING PERSON WITH	7 8 9	SOLE VOTING POWER -0- SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 10,114,489					
11	AGGREGAT 10,114,489	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o						
13	PERCENT C	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
14		TYPE OF REPORTING PERSON						

CUSIP No. C	ommon Stock:	143658 10 2	and 143658 30

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1	NAME OF B	EDODTI	INC DEDSON OD				
1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	JAMES M. DUBIN						
2	CHECK THI	E APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x			
3	SEC USE OF	NLY					
4	SOURCE OF	F FUNDS	3				
	Not Applicab	ole					
5	CHECK BOX	X IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0			
6	CITIZENSH	IP OR PI	LACE OF ORGANIZATION				
	United States	5					
		7	SOLE VOTING POWER				
			1,000				
	BER OF	8	SHARED VOTING POWER				
	ARES ICIALLY		48,338,245				
	BY EACH NG PERSON	9	SOLE DISPOSITIVE POWER				
	ITH		1,000				
		10	SHARED DISPOSITIVE POWER				
			58,452,734				
11	AGGREGAT	E AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	58,453,734						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0						
13	PERCENT C	F CLAS	S REPRESENTED BY AMOUNT IN ROW (11)				
	9.9%	9.9%					
14	TYPE OF RE	TYPE OF REPORTING PERSON					
	IN	IN					

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

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1	NAME OF I	EDODTI	INC DEDCON OD				
1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	ARTSFARE 2005 TRUST No. 2						
2			OPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x			
3	SEC USE O	NLY					
4	SOURCE OF	F FUNDS	S				
	Not Applical	ole					
5	СНЕСК ВО	X IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	O			
6	CITIZENSH	IP OR PI	LACE OF ORGANIZATION				
	Delaware	Delaware					
		7	SOLE VOTING POWER				
			-0-				
	NUMBER OF		SHARED VOTING POWER				
	HARES FICIALLY		-0-				
	D BY EACH ING PERSON	9	SOLE DISPOSITIVE POWER				
	WITH		-0-				
		10	SHARED DISPOSITIVE POWER				
			37,580,930				
11							
	37,580,930						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0						
13	PERCENT C	OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)				
	6.3%	6.3%					
14	TYPE OF R	TYPE OF REPORTING PERSON					
	00	00					

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

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	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
K	NIGHT PRO	TECTO	DR, INC.			
2 C	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0 (b) x					
3 SI	EC USE ONL	Y				
4 S0	OURCE OF F	FUNDS				
N	ot Applicable	<u>.</u>				
5 C:	CHECK BOX	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	o		
	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware					
l l	relawale	7	SOLE VOTING POWER			
			29,944,391			
NUMBER (SHARES	RES CIALLY BY EACH 9		SHARED VOTING POWER			
BENEFICIAI OWNED BY E REPORTING PE			18,393,854 SOLE DISPOSITIVE POWER			
WITH			-0-			
		10	SHARED DISPOSITIVE POWER			
			48,338,245			
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	48,338,245 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
C.	CHECK BOX IF THE AGGREGATE AMOUNT IN NOW (11) EXCLUDES CERTAIN SHARES		0			
13 PI	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
8.	8.2%					
14 T	YPE OF REP	ORTIN	IG PERSON			
C	со					

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						
	SUNTRUST DELAWARE TRUST COMPANY						
2	CHECK THE A	APPROP	PRIATE BOX IF A MEMBER OF A GROUP	(a) o			
				(b) x			
3	SEC USE ONL	v					
3	SEC USE OIVE	.1					
4	SOURCE OF F	UNDS					
	Not Applicable						
5			LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0			
6	CITIZENCIUD	OD DI A	ACE OF ORGANIZATION				
6	CITIZENSHIP	OK PLF	ACE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER				
			-0-				
NUMBE	R OF	8	SHARED VOTING POWER				
SHAR							
BENEFIC OWNED B			-0-				
REPORTING		9	SOLE DISPOSITIVE POWER				
WIT	Н		-0-				
		10	SHARED DISPOSITIVE POWER				
			38,230,930				
11	AGGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
38,230,930 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES							
12	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
	6.5%						
14	TYPE OF REP	ORTING	G PERSON				
	00						
	loo						

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							
		J.P. MORGAN TRUST COMPANY OF DELAWARE							
2		СНЕСК ТНЕ	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x					
3		SEC USE ONLY							
4		SOURCE OF	FUNDS						
		Not Applicab	le						
5				CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0				
6		CITIZENSHI	P OR PL	ACE OF ORGANIZATION					
		Delaware							
1			7	SOLE VOTING POWER					
		NUMBER OF SHARES ENEFICIALLY VNED BY EACH ORTING PERSON WITH		-0-					
				SHARED VOTING POWER					
				-0-					
				SOLE DISPOSITIVE POWER					
				-0-					
			10	SHARED DISPOSITIVE POWER					
				-0-					
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
-0-									
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				o				
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
0.0%									
14		TYPE OF RE	PORTIN	NG PERSON					
		00							
	•	•							

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				
_	ARTSFARI					
2	CHECK TH	ie appro	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x		
3	SEC USE O	SEC USE ONLY				
4	SOURCE O	OF FUNDS	s			
	Not Applica	able				
5	СНЕСК ВО	OX IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0		
6		CITIZENSHIP OR PLACE OF ORGANIZATION				
-	Florida					
			SOLE VOTING POWER			
			-0-			
	NUMBER OF SHARES	8	SHARED VOTING POWER			
	BENEFICIALLY		900,000			
	OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER			
	WITH		-0-			
		10	SHARED DISPOSITIVE POWER			
			932,439			
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
932,439						
12	СНЕСК ВО	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%	0.1%				
14	TYPE OF I	TYPE OF REPORTING PERSON				
	00	00				

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

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	NAME OF REPORTING PERSON OR					
I.R.S. IDENTI	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
MBA I, L.P.						
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
3 SEC USE ONLY						
SOURCE OF	FUNDS					
Not Applicable	2					
		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0			
	OR PL	ACE OF ORGANIZATION				
Delaware						
	ľ					
		*				
MBER OF	8	SHARED VOTING POWER				
		900,000				
ED BY EACH	9	SOLE DISPOSITIVE POWER				
WITH		-0-				
	10	SHARED DISPOSITIVE POWER				
		900,000				
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
900,000						
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%						
TYPE OF REI	ORTINO	G PERSON				
00						
E	I.R.S. IDENTI MBA I, L.P. CHECK THE SEC USE ONI SOURCE OF I Not Applicable CHECK BOX CITIZENSHIF Delaware MBER OF HARES EFICIALLY ED BY EACH FING PERSON WITH AGGREGATE 900,000 CHECK BOX PERCENT OF 0.1% TYPE OF REE	I.R.S. IDENTIFICATION MBA I, L.P. CHECK THE APPROPRIATE OF THE APPROPR	LR.S. IDENTIFICATION NO. OF ABOVE PERSON MBA I, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY SOURCE OF FUNDS Not Applicable CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER -0- 8 SHARED VOTING POWER 900.000 900.000 DB YEACH FING PERSON WITH AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 900.000 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.196 TYPE OF REPORTING PERSON			

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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 A	APPROF	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x		
3	3 SEC USE ONLY						
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			OR PLA	ACE OF ORGANIZATION			
<u> </u>		United States	United States				
				SOLE VOTING POWER			
SHAF				-0-			
		NUMBER OF SHARES ENEFICIALLY		SHARED VOTING POWER			
				48,338,245			
		WNED BY EACH PORTING PERSON		SOLE DISPOSITIVE POWER			
		WITH		-0-			
				SHARED DISPOSITIVE POWER			
				51,876,638			
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
51,876,638							
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
		8.8%					
14		TYPE OF REP	ORTING	G PERSON			
IN							

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1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
	VERUS PROTECTOR, LLC							
2	2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			PRIATE BOX IF A MEMBER OF A GROUP	(a) 0 (b) x			
3	3 SEC USE ONLY							
4		SOURCE OF FUNDS						
		Not Applicable						
5				CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0			
6			OR PL	ACE OF ORGANIZATION				
⊢	Delaware 7 SOLE VOTING POWER							
SHAF BENEFIC OWNED B			/					
				-0-				
		UMBER OF SHARES NEFICIALLY NED BY EACH RTING PERSON		SHARED VOTING POWER				
				37,580,930				
				SOLE DISPOSITIVE POWER				
				-0-				
			10	SHARED DISPOSITIVE POWER				
				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)				
		6.3%						
14		TYPE OF REPORTING PERSON						
		00						
		$_{ m UU}$						

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1						
			IG PERSON OR ON NO. OF ABOVE PERSON			
1.K.	.5. IDENTIF	ICATIC	JN NO. OF ABOVE PERSON			
RIC	CHARD L. K	KOHAN				
2 CH	IECK THE A	APPROP	PRIATE BOX IF A MEMBER OF A GROUP	(a) o		
				(b) x		
3 SF(C USE ONL	v				
SEC SEC	JEC USE ONLY					
4 SO	URCE OF F	UNDS				
Not	t Applicable					
			LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0		
C	ELZENGLUD	OD DI	ACE OF ORGANIZATION			
6 CIT	HZENSHIP	OR PL	ACE OF ORGANIZATION			
Uni	ited States					
		7	SOLE VOTING POWER			
			1,000			
NUMBER OI	С	8	SHARED VOTING POWER			
SHARES	SHARES NEFICIALLY					
BENEFICIALI			37,581,930			
OWNED BY EAREPORTING PER		9	SOLE DISPOSITIVE POWER			
WITH			1,000			
			SHARED DISPOSITIVE POWER			
			37,581,930			
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	37,582,930					
12 CH	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
13 PEI	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
6 20	6.3%					
		ORTING	C DERSON			
	TYPE OF REPORTING PERSON					
IN	IN					

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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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, Eternity Two Trust, JMD Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, J.P. Morgan Trust Company of Delaware, 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. 15 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 Amendment No. 15 is an exit filing by Eternity Two Trust and J.P. Morgan Trust Company of Delaware. 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. <u>Purpose of Transaction</u>

On December 26, 2012, Dozer Trust, the trustee of which is SunTrust Delaware Trust Company, sold 100,000 Shares in an open market transaction.

On December 26, 2012, B Shares L.P. distributed 3,000,000 shares for no consideration to Nickel 97A-B Trust.

On August 7, 2013, Micky Arison exercised options to purchase 120,000 Shares. Mr. Arison delivered 115,200 Shares to Carnival Corporation & plc to pay the option exercise price.

On August 8, 2013, Eternity Two Trust sold 81,897 Shares in an open market transaction.

On September 26, 2013, Eternity Four Trust entered into a sales plan under Rule 10b5-1 for the sale of up to 6,756,760 Shares in open market transactions (the "sales plan"). Between December 18, 2013 and December 27, 2013, 6,756,760 Shares 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.

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Special Voting Share: G7214F 12 2, Trust

Shares: 143658 30 0

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On December 31, 2013, Eternity Two Trust distributed its remaining 401,307 Shares for no consideration to Shari Arison, beneficiary of Eternity Two Trust. After giving effect to the distribution, Eternity Two Trust, and J.P, Morgan Trust Company of Delaware, trustee of Eternity Two Trust, no longer beneficially own any Shares.

Item 5. <u>Interest in Securities of the Issuer</u>

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

All ownership percentages set forth herein assume that there are 591,922,738 Shares outstanding, representing the total number of shares reported by Carnival Corporation in its Quarterly Report on Form 10-Q for the quarter ended August 31, 2013 filed with the SEC on October 3, 2013.

(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 100,638,843 Shares (approximately 17.0% 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 100,638,843 Shares (approximately 17.0% 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 166,848,116 Shares (approximately 28.2% of the total number of Shares outstanding), 4,621,772 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, 538,393 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, 3,000,000 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 197A-B Trust, 100,638,843 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, 55,974,784 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

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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, and 18,393,854 Shares held by the Eternity Micky Arison has sole voting and dispositive power with respect to the 100,638,843 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 4,621,772 Shares held by the Nickel 2003 Revocable Trust, the 538,393 Shares held by the Nickel 97-07 Trust, the 3,000,000 Shares held by the Nickel 97A-B 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 the 120,000 Shares underlying vested options and the 422,307 Shares held by the GRAT.

- As a result of the distribution described under Item 4, Eternity Two Trust no longer beneficially owns any Shares.
- (vi) JMD Delaware, Inc. beneficially owns an aggregate of 10,051,247 Shares (approximately 1.7% 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, a co-trustee of the Nickel 97-07 Trust, and the trustee of the GRAT and various trusts for the benefit of Mr. Arison's children. JMD Delaware, Inc. has shared dispositive power with respect to the 4,621,772 Shares held by the Nickel 2003 Revocable Trust, the 538,393 Shares held by the Nickel 97-07 Trust, the 3,000,000 Shares held by the Nickel 97A-B 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.
- James M. Dubin beneficially owns an aggregate of 58,453,734 Shares (approximately 9.9% of the total number of Shares outstanding), 1,000 Shares of which he holds directly and 58,389,492 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 538,393 Shares held by the Nickel 97-07 Trust, the 3,000,000 Shares held by the Nickel 97A-B Trust, the 4,621,772 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.
 - 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)
- (ix) 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 with

CUSIP No. Common Stock: 143658 10 2 and 143658 30	SCHEDULE 13D	
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Special Voting Share: G7214F 12 2, Trust

Shares: 143658 30 0

respect to 48,338,245 Shares held by Eternity Four Trust. Knight Protector, Inc. has shared voting power with respect to 18,393,854 Shares held by Eternity Four Trust, and has sole voting power with respect to 29,944,391 Shares held by Eternity Four Trust.

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- (x) 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.
- (xi) J.P. Morgan Trust Company of Delaware is the sole trustee of Eternity Two Trust. As a result of the distribution on December 31, 2013 by Eternity Two Trust described in Item 4, J.P. Morgan Trust Company of Delaware no longer beneficially owns any Shares.
- (xii) 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.
- (xiii) 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.
- (xiv) John J. O'Neil beneficially owns an aggregate of 51,876,638 Shares (approximately 8.8% 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 the Nickel 97A-B 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 538,393 Shares held by the Nickel 97-07 Trust and the 3,000,000 Shares held by the Nickel 97A-B 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.
- (xv) 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.
- (xvi) 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

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Special Voting Share: G7214F 12 2, Trust

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2005 Trust No.2. Mr. Kohan has shared voting and dispositive power with respect to the 1,000 Shares held by his wife and sole voting and dispositive power with respect to the 1,000 Shares he holds directly.

(xvii) The Reporting Persons, as a group, beneficially own an aggregate of 196,864,929 Shares (approximately 33.2% 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) Eternity Four Trust sold Shares in open market transactions on the New York Stock Exchange pursuant to a sales plan under Rule 10b5-1 as noted in Schedule I, which is incorporated by reference in its entirety to this Item 5(c) and (ii) Eternity Two Trust distributed all of the Shares it held to Shari Arison, beneficiary of Eternity Two Trust. 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.
- (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 of the Schedule 13D is amended and supplemented as follows by incorporating by reference the information set forth in Item 4 above.

Item 7. <u>Material to be Filed as Exhibits</u>

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

Exhibit 41 Joint Filing Agreement, dated as of January 17, 2014, among TAMMS Management Corporation, MA 1994 B Shares, L.P., MA 1994 B Shares, Inc., Micky Arison, Eternity Two Trust, JMD Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, J.P. Morgan Trust Company of Delaware, 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 Eternity Two Trust and J.P. Morgan Trust Company of Delaware as an exhibit to Amendment No. 8 to Schedule 13D filed on March 22, 2005, the Power of Attorney filed for SunTrust

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0, Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0		
	are 1992 Irrevocable Trust filed on January 31, 2005, the Power of Attorney filed for	

reference.

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Special Voting Share: G7214F 12 2, Trust

Shares: 143658 30 0

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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.

Date: January 17, 2014

TAMMS MANAGEMENT CORPORATION

MA 1994 B SHARES, L.P. MA 1994 B SHARES, INC. MICKY ARISON ETERNITY TWO TRUST JMD DELAWARE, INC. JAMES M. DUBIN

ARTSFARE 2005 TRUST NO. 2 KNIGHT PROTECTOR, INC. SUNTRUST DELAWARE TRUST COMPANY J.P. MORGAN TRUST COMPANY OF DELAWARE

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

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INDEX TO EXHIBITS

Exhibits

Joint Filing Agreement, dated as of January 17, 2014, among TAMMS Management Corporation, MA 1994 B Shares, L.P., MA 1994 B Shares, Inc., Micky Arison, Etemity Two Trust, JMD Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, J.P. Morgan Trust Company of Delaware, Artsfare 2003 Trust, MBA J, L.P., John J. O'Neil, Verus Protector, LLC and Richard L. Kohan. Exhibit 41

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

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SCHEDULE I

ETERNITY FOUR TRUST

Date	No. of Shares Sold	Average Price Per Share
12/18/2013	108,167	\$37.0712
12/19/2013	2,377,226	\$38.1153
12/20/2013	2,017,018	\$38.6923
12/23/2013	1,185,645	\$39.3368
12/24/2013	352,011	\$39.307
12/26/2013	345,618	\$39.5122
12/27/2013	371,075	\$40.0748

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: January 17, 2014

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