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

Schedule 13D (Rule 13d-102)

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

Carnival Corporation Carnival plc

(Name of Issuer)

Common Stock, par value \$0.01 per share, of Carnival Corporation Special Voting Share of Carnival plc Trust Shares (representing beneficial interests in the P&O Princess Special Voting Trust)

(Title of Class of Securities)

Common Stock: 143658 10 2 and 143658 30 0** Special Voting Share: G7214F 12 2 Trust Shares: 143658 30 0**

(CUSIP Number)

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

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

March 24, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of \$\$240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

** The Common Stock and the Trust Shares trade together under CUSIP Number 143658 30 0. See Items 1 and 4 of this Schedule 13D for additional information.

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

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1	NAME OF B	EDODT	ING PERSON OR	
1			ING PERSON OR TON NO. OF ABOVE PERSON	
			MENT CORPORATION	
2	CHECK THE	APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x
				(b) X
3	SEC USE ON	ILY		
4	SOURCE OF	FUNDS	S	
	Not Applicab			
5	CHECK BOX	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	o
6	CITIZENSH	P OR P	LACE OF ORGANIZATION	
	Delaware			
	Belaware	7	SOLE VOTING POWER	
		ľ	SOLE TOTAL CHER	
			32,439	
	JMBER OF	8	SHARED VOTING POWER	
	SHARES BENEFICIALLY		-0-	
	ED BY EACH	9	SOLE DISPOSITIVE POWER	
REPOR	RTING PERSON WITH		-0-	
		10	SHARED DISPOSITIVE POWER	
		10		
			32,439	
11	AGGREGAT	E AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	32,439			
12	СНЕСК ВОХ	K IF THI	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
13	PERCENT O	F CL AS	SS REPRESENTED BY AMOUNT IN ROW (11)	
1.5		. CL/10	SERVED DE TIMOUNE INTON (11)	
	0.0%			
14	TYPE OF RE	PORTI	NG PERSON	
	СО			

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

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

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

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

SCHEDULE 13D

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1			ING PERSON OR ION NO. OF ABOVE PERSON	
	MA 1994 B S			
2	CHECK THE	APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x
				(b) X
3	SEC USE ON	LY		
4	SOURCE OF	FUNDS	S	
	Not Applicab	le		
5			CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0
6	CITIZENSHI	P OR PI	LACE OF ORGANIZATION	
	Dalaman			
	Delaware	7	SOLE VOTING POWER	
		ľ		
			97,940,860	
	JMBER OF SHARES	8	SHARED VOTING POWER	
BENEFICIALLY			-0-	
	ED BY EACH TING PERSON	9	SOLE DISPOSITIVE POWER	
	WITH		97,940,860	
		10	SHARED DISPOSITIVE POWER	
			-0-	
11	AGGREGAT	E AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	97,940,860			
12	СНЕСК ВОХ	IF THI	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
13	PERCENT O	F CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
	16.5%			
14	TYPE OF RE	PORTIN	NG PERSON	
	СО			
	CO			

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

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ı				
1			TING PERSON OR FION NO. OF ABOVE PERSON	
	I.K.S. IDENI	IFICAI	HON NO. OF ADOVE PERSON	
	MICKY ARIS	SON		
2	CHECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o
				(b) x
3	SEC USE ON	ΠV		
5	SEC USE ON	LI		
4	SOURCE OF	FUND	S	
	Not Applicab	le		
5			SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0
-			V - OR OR OR OLD WELL WAY	
6	CITIZENSHI	PORP	PLACE OF ORGANIZATION	
	United States			
		7	SOLE VOTING POWER	
			104,642.691	
NII	JMBER OF	8	SHARED VOTING POWER	
	SHARES	0		
BEN	BENEFICIALLY		37,580,930	
	ED BY EACH RTING PERSON	9	SOLE DISPOSITIVE POWER	
ILLI OI	WITH		98,060,860	
		10	SHARED DISPOSITIVE POWER	
			44.1/0.7/1	
11	ACCRECAT	E AMO	0UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGREGAL	E AMO	JUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	142,223,621			
12	CHECK BOX	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	o
13	PERCENT O	F CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	24.0%		N/O PEP COLV	
14	TYPE OF RE	PORTI	NG PERSON	
	IN			

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

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1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	JMD DELAW	ARE, IN	IC.		
2	СНЕСК ТНЕ	APPROI	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x	
3	SEC USE ON	LY			
4	SOURCE OF	FUNDS			
	Not Applicabl	e			
5			CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	O	
6	CITIZENSHII	OR PL	ACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
	NUMBER OF SHARES BENEFICIALLY		-0-		
			SHARED VOTING POWER		
			-0-		
OWNED B REPORTING	Y EACH	9	SOLE DISPOSITIVE POWER		
WIT			-0-		
		10	SHARED DISPOSITIVE POWER		
			6,581,831		
11	AGGREGATE	E AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	6,581,831				
12	СНЕСК ВОХ	IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	o	
13	PERCENT OF	CLASS	S REPRESENTED BY AMOUNT IN ROW (11)		
	1.1%				
14	TYPE OF REI	PORTIN	G PERSON		
	СО				

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

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Ι.						
1	NAME OF REPORTING PERSON OR LR.S. IDENTIFICATION NO. OF ABOVE PERSON					
			10.110. 01.1 <u>D</u> 0.12.1 <u>D</u> 1.00.1			
	JAMES M. DU					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) o (b) x		
3	SEC USE ONLY					
4	SOURCE OF	FUNDS	S			
5	Not Applicable		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0		
3	CHECK BOX	11 1010	CEOSORE OF ELONE PROCEEDINGS IS REQUIRED FOR SOME FOR THE MISS 2(4) of 2(c)	Ü		
6	CITIZENSHIE	OR PI	LACE OF ORGANIZATION			
	United States					
		7	SOLE VOTING POWER			
			1,000			
NUMBE	ER OF	8	SHARED VOTING POWER			
SHAR BENEFIC			48,338,245			
OWNED B REPORTING	Y EACH	9	SOLE DISPOSITIVE POWER			
WIT			1,000			
		10	SHARED DISPOSITIVE POWER			
			54,920,076			
11	AGGREGATE	E AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	54,921,076					
12	CHECK BOX	IF THE	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0		
13	13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN RO		S REPRESENTED BY AMOUNT IN ROW (11)			
	9.3%					
14	TYPE OF REPORTING PERSON					
	IN					

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

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Ī1	NAME OF RE	PORTI	ING PERSON OR				
	I.R.S. IDENT	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	ARTSFARE 2	LIST No. 2					
2			OPRIATE BOX IF A MEMBER OF A GROUP	(a) o			
	CHECK THE	(a) (b)					
	and tight on	***					
3	SEC USE ON	SEC USE ONLY					
4	SOURCE OF	FUNDS					
	Not Applicabl	e					
5	CHECK BOX	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	o			
6	CITIZENSHII	OR PI	LACE OF ORGANIZATION				
	Delaware						
	Delaware	7	SOLE VOTING POWER				
		ľ					
			-0-				
	MBER OF HARES	8	SHARED VOTING POWER				
BENE	EFICIALLY		-0-				
	D BY EACH ING PERSON	9	SOLE DISPOSITIVE POWER				
	WITH		-0-				
		10	SHARED DISPOSITIVE POWER				
			37,580,930				
11	AGGREGATE	E AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	27 590 020	27.590.020					
12		37,580,930 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
1.2	CHECK BOX	THE AGGREGATE AMOUNT IN NOW (11) EXCEUDES CERTAIN SHARES					
12	DEDCEME	CLAC	C DEDDESENTED DV AMOUNT IN DOW (11)				
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	6.3%						
14	TYPE OF RE	TYPE OF REPORTING PERSON					
	00	00					

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

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1		NAME OF REPORTING PERSON OR					
	I.R.S. IDEN	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	KNIGHT PROTECTOR, INC.						
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	FUNDS	S				
	Not Applicat	ole					
5	CHECK BO	X IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0			
6	CITIZENSH	IP OR P	LACE OF ORGANIZATION				
	Delaware	7					
BEI OWN	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH		SOLE VOTING POWER 48,338,245 SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER				
REPOI	RTING PERSON WITH		-0-				
		10	SHARED DISPOSITIVE POWER 48,338,245				
11		E AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12		48,338,245 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
12	снеск во.	A IF I HI	E AUGREGATE AMOUNT IN KOW (11) EXCLUDES CERTAIN SHAKES	o			
13		F CLAS	S REPRESENTED BY AMOUNT IN ROW (11)				
	8.2%						
14	TYPE OF RI	TYPE OF REPORTING PERSON					
	СО	co					

CUSIP No. Common	Stock: 143	3658 10 2 an	d 143658 30

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1		NAME OF RE I.R.S. IDENTII					
		SUNTRUST D					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				(a) o (b) x		
3		SEC USE ONI					
4		SOURCE OF I	FUNDS				
		Not Applicable					
5				CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0		
6		CITIZENSHIP Delaware	OR PL	ACE OF ORGANIZATION			
-		Delaware	7 SOLE VOTING POWER				
			ľ	-0-			
	NUMBE	D OE	8	SHARED VOTING POWER			
	SHAR BENEFIC	ES IALLY	Ü	-0-			
	OWNED BY REPORTING	PERSON	9	SOLE DISPOSITIVE POWER			
	WIT	H		-0-			
			10	SHARED DISPOSITIVE POWER			
L		1		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	o		
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
		6.5%					
14		TYPE OF REPORTING PERSON					
		00					

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1	NAME OF RE I.R.S. IDENTII					
	ARTSFARE 20	003 TRU	ST			
2	CHECK THE	APPROP	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x		
3	SEC USE ONI	Y				
4	SOURCE OF I	FUNDS				
	Not Applicable					
5	CHECK BOX	IF DISC	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0		
6	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION			
	Florida					
	!	7	SOLE VOTING POWER			
			-0-			
NUMB	ER OF	8	SHARED VOTING POWER			
SHA BENEFI			900,000			
OWNED I REPORTING	BY EACH	9	SOLE DISPOSITIVE POWER			
WI			-0-			
		10	SHARED DISPOSITIVE POWER			
			932,439			
11	AGGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	932,439	932,439				
12	CHECK BOX	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	0.1%					
14	TYPE OF REP	ORTINO	G PERSON			
	00					

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4 .						
1			ING PERSON OR			
	I.K.S. IDENI	IFICAL	ION NO. OF ABOVE PERSON			
	MBA I, L.P.					
2	CHECK THE	APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x		
3	SEC USE ON	ЛУ				
	520 052 01					
4	SOURCE OF	FUNDS				
	Not Applicab	le				
5	CHECK BOX	K IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	o		
6	CITIZENSH	P OR PI	LACE OF ORGANIZATION			
	Delaware	la.	COLE MOTRIC DOMER			
		/	SOLE VOTING POWER			
			-0-			
	NUMBER OF SHARES BENEFICIALLY		SHARED VOTING POWER			
			900,000			
OWNE	D BY EACH	9	SOLE DISPOSITIVE POWER			
	ING PERSON WITH					
,	WIIII	10	-0- SHARED DISPOSITIVE POWER			
		10	SHARED DISPOSITIVE POWER			
			900,000			
11	AGGREGAT	E AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	900,000					
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
1.5		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	0.1%					
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 RE	EPORTI	ING PERSON OR	
	I.R.S. IDENTI	FICAT	ION NO. OF ABOVE PERSON	
	JOHN J. O'NE	EIL		
2	CHECK THE	APPRO	DPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x
3	SEC USE ON	LY		
4	SOURCE OF FUNDS			
	Not Applicable	e		
5	CHECK BOX	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	o
6		OR PI	LACE OF ORGANIZATION	
	United States	SOLE VOTING POWER		
		'		
		8	-0- SHARED VOTING POWER	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			
			48,338,245 SOLE DISPOSITIVE POWER	
REPORT				
			-0-	
			SHARED DISPOSITIVE POWER	
11	AGGREGATE	48,747,162 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	48 747 162	48,747,162		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0		0	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	8.1%			
14	TYPE OF REI	PORTIN	NG PERSON	
	IN			

CUSIP No. Common	Stock: 143	3658 10 2 an	d 143658 30

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			NG PERSON OR ON NO. OF ABOVE PERSON		
1	.K.S. IDENTII	FICATI	ON NO. OF ADOVE PERSON		
V	VERUS PROT	ECTOR	R, LLC		
2	CHECK THE	APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) o	
		(b) x			
3 8	SEC USE ONLY				
1 6	SOURCE OF F	CLINIDG			
	Not Applicable				
5	CHECK BOX	IF DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	o	
6 (CITIZENSHIP	OR PL	ACE OF ORGANIZATION		
l l	Delaware				
Delaware		7	SOLE VOTING POWER		
		ľ			
NUMBER OF SHARES BENEFICIALLY			-0-		
		8	SHARED VOTING POWER		
			37,580,930		
OWNED BY REPORTING P		9	SOLE DISPOSITIVE POWER		
WITH			-0-		
		10	SHARED DISPOSITIVE POWER		
			27,500,020		
11 /	A CCDEC ATE	AMOL	37,580,930 JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	37,580,930				
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	o		
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13 F					
6	6.3%				
		ORTIN	G PERSON		
	TYPE OF REPORTING PERSON				
(00				

CUSIP No. Common	Stock: 143	3658 10 2 an	d 143658 30

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<u> </u>					
		TING PERSON OR FION NO. OF ABOVE PERSON			
1.K.S. 1DI	NIIFICAI	HON NO. OF ABOVE PERSON			
RICHAR	L. KOHA	AN			
2 CHECK	2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) o		
		(b) x			
3 SEC USE	ONLY				
4 SOURCE	OF FUND	S			
Not Appli	cable				
5 CHECK I	OX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	o		
6 CITIZEN	SHIP OR P	PLACE OF ORGANIZATION			
United St	tes				
	7	SOLE VOTING POWER			
		1,000			
NUMBER OF	8	SHARED VOTING POWER			
SHARES		37,581,930			
BENEFICIALLY OWNED BY EACH	9	SOLE DISPOSITIVE POWER			
REPORTING PERSON					
WITH		1,000			
	10	SHARED DISPOSITIVE POWER			
		37,581,930			
11 AGGREC	ATE AMC	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
27 592 02	37,582,930				
			0		
CHECK I	OX II III	LE AGUREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	Ü		
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
6.3%	6.3%				
14 TYPE OF	REPORTI	NG PERSON			
IN					
IN					

USIP No. Common Stock: 143658 10 2 and 143658 30 1	USIP No.	Common Stock:	143658 10 2 and 143658 30
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Special Voting Share: G7214F 12 2, Trust

Shares: 143658 30 0

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The Schedule 13D relating to Carnival Corporation and Carnival plc is being filed by TAMMS Management Corporation ("TAMMS Corp."), MA 1994 B Shares, L.P. ("B Shares, L.P."), MA 1994 B Shares, Inc. ("B Shares, Inc."), Micky Arison, JMD Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, Artsfare 2003 Trust, MBA I, L.P., John J. O'Neil, Verus Protector, LLC and Richard L. Kohan (collectively, the "Reporting Persons"). This Amendment No. 16 is being filed because the number of Shares beneficially owned by the Reporting Persons has decreased by an amount in excess of one percent of the total number of Shares outstanding. This Schedule 13D is hereby amended as follows:

Item 1. Security and Issuer

No material change.

Item 2. <u>Identity and Background</u>

No material change.

Item 3. Source and Amount of Funds or Other Consideration

No material change.

Item 4. Purpose of Transaction

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

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

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

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

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

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

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

(a) and (b)(i)

- (i) TAMMS Corp. may be deemed to beneficially own all of the 32,439 Shares (approximately 0.0% of the total number of Shares outstanding) it directly holds. TAMMS Corp. has sole voting and shared dispositive power with respect to such Shares.
- (ii) B Shares, L.P. beneficially owns an aggregate of 97,940,860 Shares (approximately 16.5% of the total number of Shares outstanding), which its holds directly. B Shares, L.P. has sole voting and dispositive power with respect to all such Shares.
- (iii) B Shares, Inc. beneficially owns an aggregate of 97,940,860 Shares (approximately 16.5% of the total number of Shares outstanding), by virtue of being the general partner of B Shares, L.P. B Shares, Inc. has sole voting and dispositive power with respect to all such Shares.
- (iv) Micky Arison beneficially owns an aggregate of 142,223,621 Shares (approximately 24.0% of the total number of Shares outstanding), 4,218,590 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instrument for the Nickel 2003 Revocable Trust, 408,917 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instrument for the Nickel 97-07 Trust, 97,940,860 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instrument for the Nickel 1994 "B" Trust, 37,580,930 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the last will of Ted Arison, dated July 8, 1999, 442,307 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instrument for Nickel 2009 GRAT, a grantor retained annuity trust for his benefit (the "GRAT"), 1,512,017 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the instruments for several trusts for the benefit of his children, and 120,000 Shares of which are underlying vested options which he holds directly. Micky Arison has shared dispositive and voting power with respect to the 37,580,930 Shares held by the Artsfare 2005 Trust No. 2. Micky Arison has sole voting and dispositive power with respect to the 97,940,860 Shares indirectly held by the Nickel 1994 "B" Trust and the 120,000 Shares underlying vested options. Micky Arison has sole voting and shared dispositive power with respect to the 4,218,590 Shares held by the Nickel 2003 Revocable Trust, the 408,917 Shares held by the Nickel 97-07 Trust, the 442,307 Shares held by the GRAT and the 1,512,017 Shares held by trusts for the benefit of Mr. Arison's children. Micky Arison is deemed to be the beneficial owner of t
- (v) JMD Delaware, Inc. beneficially owns an aggregate of 6,581,831 Shares (approximately 1.1% of the total number of Shares outstanding), by virtue of being the trustee of the Nickel 2003 Revocable Trust, a co-trustee of the Nickel 97-07 Trust, and the trustee of the

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Special Voting Share: G7214F 12 2, Trust

Shares: 143658 30 0

GRAT and various trusts for the benefit of Mr. Arison's children. JMD Delaware, Inc. has shared dispositive power with respect to the 4,218,590 Shares held by the Nickel 2003 Revocable Trust, the 408,917 Shares held by the Nickel 97-07 Trust, the 442,307 Shares held by the GRAT and 1,512,017 Shares held by trusts for the benefit of Mr. Arison's children. Accordingly, JMD Delaware, Inc. may be deemed to beneficially own such Shares for which it expresses voting and/or dispositive power. JMD Delaware, Inc. disclaims beneficial ownership of all such Shares.

- (vi) James M. Dubin beneficially owns an aggregate of 54,921,076 Shares (approximately 9.3% of the total number of Shares outstanding), 1,000 Shares of which he holds directly and 54,920,076 Shares with respect to which he has a beneficial interest by virtue of being the sole shareholder of JMD Delaware, Inc. and a fifty-percent shareholder of Knight Protector, Inc. Mr. Dubin has sole voting and dispositive power with respect to the 1,000 Shares he holds directly. Mr. Dubin has shared voting and dispositive power with respect to 48,338,245 Shares held by Eternity Four Trust. Mr. Dubin has shared dispositive power with respect to the 408,917 Shares held by the Nickel 97-07 Trust, the 4,218,590 Shares held by the Nickel 2003 Revocable Trust, the 442,307 Shares held by the GRAT and the 1,512,017 Shares held by trusts for the benefit of Mr. Arison's children. Accordingly, Mr. Dubin may be deemed to beneficially own such Shares for which he exercises voting and/or dispositive power. Mr. Dubin disclaims beneficial ownership of all such Shares, except for the 1,000 Shares he holds directly.
 - (vii) Artsfare 2005 Trust No. 2 beneficially owns the 37,580,930 Shares for which it exercises shared dispositive power (approximately 6.3% of the total number of Shares outstanding).
- (viii) Knight Protector, Inc. beneficially owns an aggregate of 48,338,245 Shares (approximately 8.2% of the total number of Shares outstanding), by virtue of being the protector of Eternity Four Trust. Knight Protector, Inc. has shared dispositive power and sole voting power with respect to 48,338,245 Shares held by Eternity Four Trust.
- (ix) SunTrust Delaware Trust Company beneficially owns 38,230,930 Shares (approximately 6.5% of the total number of Shares outstanding), by virtue of being the trustee of Artsfare 2005 Trust No. 2 and Dozer Trust. SunTrust Delaware Trust Company has shared dispositive power with respect to the 37,580,930 Shares held by Artsfare 2005 Trust No. 2 and the 650,000 Shares held by Dozer Trust. Accordingly, SunTrust Delaware Trust Company may be deemed to beneficially own such Shares. SunTrust Delaware Trust Company disclaims beneficial ownership of such Shares.
- (x) Artsfare 2003 Trust beneficially owns an aggregate of 932,439 Shares (approximately 0.1% of the total number of Shares outstanding), 900,000 of which it holds beneficially by virtue of its interest in MBA I, L.P. and 32,439 of which it holds beneficially as sole stockholder of TAMMS Corp. Artsfare 2003 Trust has shared voting and dispositive power with respect to the 900,000 Shares held by MBA I, L.P. and exercises shared dispositive power over the 32,439 Shares held by TAMMS Corp.

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

- (xi) MBA I, L.P. beneficially owns an aggregate of 900,000 Shares (approximately 0.1% of the total number of Shares outstanding), which Shares it holds directly. MBA I, L.P. has shared voting and dispositive power over all such Shares.
- (xii) John J. O'Neil beneficially owns an aggregate of 48,747,162 Shares (approximately 8.1% of the total number of Shares outstanding) by virtue of being the sole shareholder of JJO Delaware, Inc., a co-trustee of the Nickel 97-07 Trust, and a fifty-percent shareholder of Knight Protector, Inc. Mr. O'Neil has shared voting and dispositive power with respect to 48,338,245 Shares held by Eternity Four Trust. Mr. O'Neil has shared dispositive power with respect to the 408,917 Shares held by the Nickel 97-07 Trust. Accordingly, Mr. O'Neil may be deemed to beneficially own such Shares for which he exercises shared voting and/or dispositive power. Mr. O'Neil disclaims beneficial ownership of all such Shares.
- (xiii) Verus Protector, LLC beneficially owns an aggregate of 37,580,930 Shares (approximately 6.3% of the total Shares outstanding), by virtue of being the protector of Artsfare 2005 Trust No.2. Verus Protector, LLC has shared voting and dispositive power with respect to the 37,580,930 Shares held by Artsfare 2005 Trust No.2.
- (xiv) Richard L. Kohan beneficially owns an aggregate of 37,582,930 Shares (approximately 6.3% of the total Shares outstanding), by virtue of being the sole member of Verus Protector, LLC, and owning 1,000 Shares indirectly and 1,000 Shares directly. Mr. Kohan has shared voting and dispositive power with respect to the 37,580,930 Shares held by Artsfare 2005 Trust No.2. Mr. Kohan has shared voting and dispositive power with respect to the 1,000 Shares he holds directly.
- (xv) The Reporting Persons, as a group, beneficially own an aggregate of 191,827,305 Shares (approximately 32.4% of the total number of Shares outstanding). The Reporting Persons, as a group, have sole voting and dispositive power over all such Shares, except for Shares held by Eternity Four Trust over which Citigroup Institutional Trust Company exercises shared dispositive power, and except for Shares held by Dozer Trust, of which SunTrust Delaware Trust Company is the trustee, over which an Investment Direction Advisor exercises sole voting power and shared dispositive power.
- (c) During the past 60 days (i) MA 1994 B Shares L.P. and Nickel 97A-B Trust, a trust for the benefit of Micky Arison and his family members, sold 2,000,000 and 3,000,000 Shares, respectively, in broker's transactions at a price of \$39.50 per Share, and (ii) MA 1994 B Shares, L.P., and Nickel 2003 Revocable Trust and Nickel 97-07 Trust, both trusts for the benefit of Micky Arison and his family, sold Shares in open market transactions on the New York Stock Exchange pursuant to the Sales Plan as noted in Schedule I, which is incorporated by reference in its entirety to this Item 5(c). Except as set forth in this paragraph (c), to the best knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in the Shares during the past 60 days.

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	SCHEDULE 13D

(d) Each of the Reporting Persons affirms that no person other than such Reporting Person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares owned by such Reporting Person.

(e) Not applicable.

Item 6. <u>Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer</u>

Item 6 of the Schedule 13D is amended and supplemented as follows by incorporating by reference the information set forth in Item 4 above.

Item 7. Material to be Filed as Exhibits

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

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

The Power of Attorney filed for Verus Protector, LLC and Richard L. Kohan as an exhibit to Amendment No. 13 to Schedule 13D filed on July 16, 2012, the Power of Attorney filed for SunTrust Delaware Trust Company as an exhibit to the Form 4 for Artsfare 1992 Irrevocable Trust filed on January 31, 2005, the Power of Attorney filed for Artsfare 2005 Trust No. 2 as an exhibit to the Form 3 filed on December 22, 2005 and the Powers of Attorney filed for the other signatories hereto as an exhibit to Amendment No. 4 to Schedule 13D filed on February 23, 2004 are hereby incorporated herein by reference.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

March 26, 2014 Date:

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

TAMMS MANAGEMENT CORPORATION

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

/s/ John J. O'Neil

KNIGHT PROTECTOR, INC.

John J. O'Neil, Authorized Signatory

/s/ John J. O'Neil

/s/ John J. O'Neil

John J. O'Neil

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

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

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SCHEDULE I

MA 1994 B SHARES L.P.

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

NICKEL 2003 REVOCABLE TRUST

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

NICKEL 97-07 TRUST

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

EXHIBIT 41

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of this amendment to Schedule 13D. This Joint Filing Agreement shall be included as an Exhibit to such joint filing. In evidence thereof, each of the undersigned, being duly authorized, hereby executed this Agreement.

Date: March 26, 2014

John J. O'Neil

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

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