

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person* <u>TED ARISON FAMILY FOUNDATION USA INC</u> (Last) (First) (Middle) <u>C/O ARNALDO PEREZ</u> <u>3655 NORTH WEST 87TH AVE.</u> (Street) <u>MIAMI FL 33178-2428</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>CARNIVAL CORP [CCL]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See footnote 2 below |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/08/2004</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting 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) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/08/2004 | | S | | 39,500 ⁽¹⁾ | D | \$43.2 | 1,976,300 | D ⁽²⁾ | |
| Common Stock | 06/08/2004 | | S | | 400 ⁽¹⁾ | D | \$43.21 | 1,975,900 | D ⁽²⁾ | |
| Common Stock | 06/08/2004 | | S | | 10,100 ⁽¹⁾ | D | \$43.22 | 1,965,800 | D ⁽²⁾ | |
| Common Stock | 06/09/2004 | | S | | 1,100 ⁽¹⁾ | D | \$43.49 | 1,964,700 | D ⁽²⁾ | |
| Common Stock | 06/09/2004 | | S | | 28,400 ⁽¹⁾ | D | \$43.5 | 1,936,300 | D ⁽²⁾ | |
| Common Stock | 06/09/2004 | | S | | 500 ⁽¹⁾ | D | \$43.51 | 1,935,800 | D ⁽²⁾ | |
| Common Stock | 06/09/2004 | | S | | 11,300 ⁽¹⁾ | D | \$43.55 | 1,924,500 | D ⁽²⁾ | |
| Common Stock | 06/09/2004 | | S | | 2,400 ⁽¹⁾ | D | \$43.56 | 1,922,100 | D ⁽²⁾ | |
| Common Stock | 06/09/2004 | | S | | 300 ⁽¹⁾ | D | \$43.57 | 1,921,800 | D ⁽²⁾ | |
| Common Stock | 06/09/2004 | | S | | 1,000 ⁽¹⁾ | D | \$43.59 | 1,920,800 | D ⁽²⁾ | |

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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 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 | | | | | |

Explanation of Responses:

- The shares covered by this form were sold pursuant to a Rule 10b5-1(c) sales plan dated May 27, 2004.
- The reporting person may be deemed a member of a Section 13(d) group that owns more than 10% of the Common Stock of Carnival Corporation. However, the reporting person disclaims such group membership, and this report shall not be deemed an admission that the reporting person is a member of a Section 13(d) group that owns more than 10% of the Common Stock of Carnival Corporation for purposes of Section 16 or for any other purpose.

/s/ John J. O'Neil, Attorney-in-Fact for The Ted Arison Family Foundation USA, Inc. 06/10/2004

** Signature of Reporting Person Date

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

* 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.