



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

1. Title of Derivative (Instr. 3)	2. Conversion Date (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	V	(A)	(D)	Date Exercisable (Month/Day/Year)	Expiration Date (Month/Day/Year)	Title of Underlying Derivative Security (Instr. 3 and 4)	Amount of Shares (Instr. 5)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Transaction (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 7)	11. Nature of Beneficial Ownership (Instr. 4)
<p>1. The reporting person may be deemed a member of a Section 13(d) group that owns more than 10% of the trust shares ("Trust Shares") of beneficial interests in P&amp;O Cruises Special Voting Trust, the "Trust" and an interest in the Carnival plc special voting share. 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 Trust Shares and an interest in the Carnival plc special voting share for purposes of Section 16 or for any other purpose.</p> <p>2. Represents Trust Shares of beneficial interests in the Trust. In connection with the dual listed company transaction between Carnival plc (formerly known as P&amp;O Cruises plc) and Carnival Corporation (the "DLC Transaction"), Carnival plc issued one special voting share to the Trust and, following a series of transactions, the Trust Shares were distributed to holders of common stock of Carnival Corporation (the "Carnival Corporation Common Stock"). Following the completion of the DLC Transaction, if Carnival Corporation issues Carnival Corporation Common Stock to a person, the Trust will issue an equivalent number of Trust Shares to such person. The Trust Shares are paired with shares of Carnival Corporation Common Stock and are represented by the same stock certificate. The Trust Shares represent a beneficial interest in the Carnival plc special voting share.</p> <p>3. The prices included on this form represent the sales price for the paired Trust Shares and shares of Carnival Corporation Common Stock.</p> <p>4. The shares covered by this form are being sold pursuant to Rule 10b5-1(c) sales plan dated August 28, 2003.</p>															
										Amount					
										<a href="#">/s/ John J. O'Neil, Authorized Signatory, JJO Delaware, Inc., 06/21/2004</a> <a href="#">Trustee</a>					
										<a href="#">/s/ John J. O'Neil, Authorized Signatory, JMD Delaware, Inc., 06/21/2004</a> <a href="#">Trustee</a>					

\*\* 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.**