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CARNIVAL CORP  
Form SC 13D/A  
February 27, 2007

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Schedule 13D  
(Rule 13d-102)

Under the Securities Exchange Act of 1934  
(Amendment No. 10)\*

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 29, 2007

-----  
(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 ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.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.

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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.

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CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

TAMMS INVESTMENT COMPANY, LIMITED PARTNERSHIP

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization:

Delaware

Number of	7)	Sole Voting Power:	1,861,718
Shares Bene-	8)	Shared Voting Power:	-0-
ficially	9)	Sole Dispositive Power:	1,861,718
Owned by	10)	Shared Dispositive Power:	-0-
Each Report-			
ing Person			
With			

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,861,718

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13) Percent of Class Represented by Amount in Row (11):

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0.3%

14) Type of Reporting Person (See Instructions):

OO

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

TAMMS MANAGEMENT CORPORATION

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization:

Delaware

Number of	7)	Sole Voting Power:	1,894,157
Shares Bene-	8)	Shared Voting Power:	-0-
ficially	9)	Sole Dispositive Power:	218,611
Owned by	10)	Shared Dispositive Power:	1,675,546
Each Report-			
ing Person			
With			

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,894,157

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13) Percent of Class Represented by Amount in Row (11):

0.3%

14) Type of Reporting Person (See Instructions):

CO

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CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above  
Persons:

NICKEL CONTINUED IRREVOCABLE TRUST

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items  
2(d) or 2(e)

6) Citizenship or Place of Organization:

Delaware

Number of	7)	Sole Voting Power:	2,124,560
Shares Bene-	8)	Shared Voting Power:	-0-
ficially	9)	Sole Dispositive Power:	2,124,560
Owned by	10)	Shared Dispositive Power:	-0-
Each Report-			
ing Person			
With			

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,124,560

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
Instructions)

13) Percent of Class Represented by Amount in Row (11):

0.3%

14) Type of Reporting Person (See Instructions):

00

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above

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Persons:

MA 1994 B SHARES, L.P.

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization:

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7) Sole Voting Power:	106,114,284
	8) Shared Voting Power:	-0-
	9) Sole Dispositive Power:	106,114,284
	10) Shared Dispositive Power:	-0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

106,114,284

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13) Percent of Class Represented by Amount in Row (11):

17%

14) Type of Reporting Person (See Instructions):

PN

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

MA 1994 B SHARES, INC.

2) Check the Appropriate Box if a Member of a Group (See Instructions)

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(a)   
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization:

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7) Sole Voting Power:	106,114,284
	8) Shared Voting Power:	-0-
	9) Sole Dispositive Power:	106,114,284
	10) Shared Dispositive Power:	-0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

106,114,284

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13) Percent of Class Represented by Amount in Row (11):

17%

14) Type of Reporting Person (See Instructions):

CO

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

MICKY ARISON

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3) SEC Use Only

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4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization:

United States

Number of Shares Beneficially Owned by Each Reporting Person With

7) Sole Voting Power: 115,387,303

8) Shared Voting Power: 72,847,639

9) Sole Dispositive Power: 113,954,864

10) Shared Dispositive Power: 74,280,078

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

188,234,942

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13) Percent of Class Represented by Amount in Row (11):

30%

14) Type of Reporting Person (See Instructions):

IN

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

ETERNITY TWO TRUST

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items

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2(d) or 2(e)

6) Citizenship or Place of Organization:

Delaware

Number of Shares Bene- ficially Owned by Each Report- ing Person With	7)	Sole Voting Power:	-0-
	8)	Shared Voting Power:	3,000,000
	9)	Sole Dispositive Power:	-0-
	10)	Shared Dispositive Power:	3,759,010

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

3,759,010

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13) Percent of Class Represented by Amount in Row (11):

0.6%

14) Type of Reporting Person (See Instructions):

00

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

SHARI ARISON

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization:

United States and Israel



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Number of	7)	Sole Voting Power:	1,131,800
Shares Bene-			
ficially	8)	Shared Voting Power:	-0-
Owned by			
Each Report-	9)	Sole Dispositive Power:	1,131,800
ing Person			
With	10)	Shared Dispositive Power:	1,102,708

11) Aggregate Amount Beneficially Owned by Each Reporting Person:  
2,234,508

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13) Percent of Class Represented by Amount in Row (11):  
0.4%

14) Type of Reporting Person (See Instructions):  
IN

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:  
JMD DELAWARE, INC.

2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):  
Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization:  
Delaware

Number of	7)	Sole Voting Power:	8,525,000
Shares Bene-			
ficially	8)	Shared Voting Power:	-0-
Owned by			
Each Report-	9)	Sole Dispositive Power:	8,525,000

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ing Person  
With 10) Shared Dispositive Power: -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person:  
8,525,000

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

13) Percent of Class Represented by Amount in Row (11):  
1.4%

14) Type of Reporting Person (See Instructions):  
CO

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:  
JAMES M. DUBIN

2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) [ ]  
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):  
Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

6) Citizenship or Place of Organization:  
United States

Number of	7)	Sole Voting Power:	40,505,873
Shares Bene-	8)	Shared Voting Power:	75,847,639
ficially	9)	Sole Dispositive Power:	10,420,157
Owned by	10)	Shared Dispositive Power:	108,124,804
Each Report-			
ing Person			
With			

11) Aggregate Amount Beneficially Owned by Each Reporting Person:  
118,544,961

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12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

13) Percent of Class Represented by Amount in Row (11):  
19.0%

14) Type of Reporting Person (See Instructions):  
IN

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:  
ARTSFARE 2005 TRUST No. 2

2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) [ ]  
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):  
Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

6) Citizenship or Place of Organization:  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7) Sole Voting Power:	-0-
	8) Shared Voting Power:	-0-
	9) Sole Dispositive Power:	-0-
	10) Shared Dispositive Power:	32,866,264

11) Aggregate Amount Beneficially Owned by Each Reporting Person:  
32,866,264

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

13) Percent of Class Represented by Amount in Row (11):

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5.3%

14) Type of Reporting Person (See Instructions):

00

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

ARTSFARE 2006 TRUST No. 1

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization:

Delaware

Number of	7)	Sole Voting Power:	-0-
Shares Bene-	8)	Shared Voting Power:	-0-
ficially	9)	Sole Dispositive Power:	-0-
Owned by	10)	Shared Dispositive Power:	1,805,943
Each Report-			
ing Person			
With			

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,805,943

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13) Percent of Class Represented by Amount in Row (11):

0.3%

14) Type of Reporting Person (See Instructions):

00

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-----  
CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0  
-----

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above  
Persons:

ARTSFARE 2006 TRUST No. 2  
-----

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3) SEC Use Only  
-----

4) Source of Funds (See Instructions):

Not Applicable  
-----

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items  
2(d) or 2(e)

6) Citizenship or Place of Organization:

Delaware  
-----

Number of	7)	Sole Voting Power:	-0-
Shares Bene-	-----	-----	-----
ficially	8)	Shared Voting Power:	-0-
Owned by	-----	-----	-----
Each Report-	9)	Sole Dispositive Power:	-0-
ing Person	-----	-----	-----
With	10)	Shared Dispositive Power:	6,473,623

-----

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

6,473,623  
-----

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
Instructions)

13) Percent of Class Represented by Amount in Row (11):

1.0%  
-----

14) Type of Reporting Person (See Instructions):

00  
-----

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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1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

KNIGHT PROTECTOR, INC.

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization:

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7) Sole Voting Power:	30,085,716
	8) Shared Voting Power:	35,460,819
	9) Sole Dispositive Power:	-0-
	10) Shared Dispositive Power:	65,546,535

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

65,546,535

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13) Percent of Class Represented by Amount in Row (11):

10.5%

14) Type of Reporting Person (See Instructions):

CO

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

SUNTRUST DELAWARE TRUST COMPANY

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2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization:

Delaware

Number of	7)	Sole Voting Power:	-0-
Shares Bene-			
ficially	8)	Shared Voting Power:	-0-
Owned by			
Each Report-	9)	Sole Dispositive Power:	-0-
ing Person			
With	10)	Shared Dispositive Power:	41,145,830

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

41,145,830

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13) Percent of Class Represented by Amount in Row (11):

6.6%

14) Type of Reporting Person (See Instructions):

00

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

JMD-LMA PROTECTOR, INC.

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3) SEC Use Only

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-----  
4) Source of Funds (See Instructions):

Not Applicable  
-----

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[\_]  
-----

6) Citizenship or Place of Organization:

Delaware  
-----

Number of Shares Bene- ficially Owned by Each Report- ing Person With	7)	Sole Voting Power:	-0-
	8)	Shared Voting Power:	41,145,830
	9)	Sole Dispositive Power:	-0-
	10)	Shared Dispositive Power:	41,145,830

-----

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

41,145,830  
-----

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[\_]  
-----

13) Percent of Class Represented by Amount in Row (11):

6.6%  
-----

14) Type of Reporting Person (See Instructions):

CO  
-----

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0  
-----

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

J.P. MORGAN TRUST COMPANY OF DELAWARE  
-----

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [\_]  
(b) [X]  
-----

3) SEC Use Only  
-----

4) Source of Funds (See Instructions):

Not Applicable



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5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization:  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7) Sole Voting Power:	-0-
	8) Shared Voting Power:	3,000,000
	9) Sole Dispositive Power:	-0-
	10) Shared Dispositive Power:	3,759,010

11) Aggregate Amount Beneficially Owned by Each Reporting Person:  
3,759,010

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13) Percent of Class Represented by Amount in Row (11):  
0.6%

14) Type of Reporting Person (See Instructions):  
OO

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:  
ARTSFARE 2003 TRUST

2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):  
Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization:

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Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7)	Sole Voting Power:	-0-
	8)	Shared Voting Power:	-0-
	9)	Sole Dispositive Power:	-0-
	10)	Shared Dispositive Power:	1,432,439

11) Aggregate Amount Beneficially Owned by Each Reporting Person:  
1,432,439

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13) Percent of Class Represented by Amount in Row (11):  
0.2%

14) Type of Reporting Person (See Instructions):  
OO

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:  
MBA I, L.P.

2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):  
Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization:  
Delaware

Number of Shares Beneficially	7)	Sole Voting Power:	-0-
	8)	Shared Voting Power:	1,400,000

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Owned by	-----		
Each Report-	9)	Sole Dispositive Power:	1,400,000
ing Person	-----		
With	10)	Shared Dispositive Power:	32,439
	-----		

11) Aggregate Amount Beneficially Owned by Each Reporting Person:  
1,432,439

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

13) Percent of Class Represented by Amount in Row (11):  
0.4%

14) Type of Reporting Person (See Instructions):  
00

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:  
JAFASA CONTINUED IRREVOCABLE TRUST

2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) [ ]  
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):  
Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

6) Citizenship or Place of Organization:  
Delaware

Number of	7)	Sole Voting Power:	1,000,000
Shares Bene-	-----		
ficially	8)	Shared Voting Power:	-0-
Owned by	-----		
Each Report-	9)	Sole Dispositive Power:	1,000,000
ing Person	-----		
With	10)	Shared Dispositive Power:	-0-
	-----		

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

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1,000,000

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

13) Percent of Class Represented by Amount in Row (11):

0.2%

14) Type of Reporting Person (See Instructions):

OO

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

JOHN J. O'NEIL

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [ ]  
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

6) Citizenship or Place of Organization:

Delaware

Number of	7)	Sole Voting Power:	30,085,716
Shares Bene-	8)	Shared Voting Power:	34,701,809
ficially	9)	Sole Dispositive Power:	-0-
Owned by	10)	Shared Dispositive Power:	65,546,535
Each Report-			
ing Person			
With			

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

65,546,535

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

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13) Percent of Class Represented by Amount in Row (11):

10.5%

-----  
14) Type of Reporting Person (See Instructions):

IN  
-----

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,  
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0  
-----

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

NICKEL 2003 GRAT  
-----

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

-----  
3) SEC Use Only  
-----

4) Source of Funds (See Instructions):

Not Applicable  
-----

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

-----  
6) Citizenship or Place of Organization:

Delaware  
-----

Number of 7) Sole Voting Power: 2,592,895

Shares Bene-

ficially

Owned by

Each Report-

ing Person

With

8) Shared Voting Power: -0-

9) Sole Dispositive Power: 2,592,895

10) Shared Dispositive Power: -0-  
-----

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,592,895  
-----

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

-----  
13) Percent of Class Represented by Amount in Row (11):

0.4%

-----  
14) Type of Reporting Person (See Instructions):

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The Schedule 13D relating to Carnival Corporation and Carnival plc is being filed by TAMMS Investment Company, Limited Partnership ("TAMMS L.P."), TAMMS Management Corporation ("TAMMS Corp."), the Nickel Continued Irrevocable Trust, MA 1994 B Shares, L.P. ("B Shares, L.P."), MA 1994 B Shares, Inc. ("B Shares, Inc."), Micky Arison, Eternity Two Trust, Shari Arison, JMD Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Artsfare 2006 Trust No. 1, Artsfare 2006 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, JMD-LMA Protector, Inc., J.P. Morgan Trust Company of Delaware, Artsfare 2003 Trust, MBA I, L.P., the Jafasa Continued Irrevocable Trust, John J. O'Neil and the Nickel 2003 GRAT (collectively, the "Reporting Persons"). This Amendment No. 10 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. IDENTITY AND BACKGROUND

On August 25, 2005, Micky Arison ceased to be the President and Treasurer of TAMMS Corp. and Henry Eckstein became the President of TAMMS Corp. Effective February 16, 2007, Henry Eckstein ceased to be the President and James M. Dubin was appointed the President of TAMMS Corp. Effective February 16, 2007, Tom Greene was appointed as a Vice President and Treasurer and Michelle Boss was appointed as Secretary of TAMMS Corp.

In a series of transactions, for no consideration, on November 4, 2005, 448,280 Shares held by the Nickel 2003 GRAT were transferred to MA 1997 Holdings, L.P.

On December 21, 2005, Artsfare 1992 Irrevocable Trust transferred 38,574,402 of its Shares in an authorized distribution for no consideration to the newly formed Artsfare 2005 Trust No. 2.

On February 9, 2006, TAMMS L.P., transferred 32,439 of its Shares to TAMMS Corp., its managing general partner, and 759,010 of its Shares to the Jafasa Continued Irrevocable Trust, a limited partner, in partial withdrawals of their partnership interests.

On February 14, 2006, TAMMS L.P., transferred 1,000,000 of its Shares to MBA I, L.P., a limited partner, in a partial withdrawal of MBA I, L.P.'s partnership interest.

On March 22, 2006, Artsfare 1992 Irrevocable Trust transferred its remaining 2,571,428 Shares in an authorized distribution for no consideration to Artsfare 2005 Trust No. 2.

On May 12, 2006, Eternity One Trust transferred all of its Shares in an

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authorized distribution for no consideration to Shari Arison.

On June 14, 2006, MA 1997 Holdings, L.P., transferred 2,807,545 of its Shares for no consideration to the newly formed Nickel 2006 GRAT.

On August 8, 2006, Eternity One Trust transferred its limited partnership interest in TAMMS L.P., to Shari Arison, in an authorized distribution for no consideration.

On October 2, 2006, Artsfare 2005 Trust No. 2 transferred 1,805,943 of its Shares in an authorized distribution for no consideration to the newly formed Artsfare 2006 Trust No. 1 and 6,473,623 of its Shares in an authorized distribution for no consideration to the newly formed Artsfare 2006 Trust No. 2.

In a series of transactions, for no consideration, on November 6, 2006, 581,747 Shares held by the Nickel 2003 GRAT were transferred to the Nickel 2003 Revocable Trust. As described under Item 5(vii) below, Micky Arison retains sole voting and dispositive power over shares held by the Nickel 2003 Revocable Trust.

On December 29, 2006, MA 1997 Holdings, L.P. transferred its Shares to Nickel 2003 Revocable Trust as a liquidating distribution.

On December 31, 2006, MA 1997 Holdings, L.P. was dissolved.

On December 31, 2006, MA 1997 Holdings, Inc. was dissolved.

On January 22, 2007, Micky Arison acquired 60,000 Shares upon exercise of vested options, which Shares were transferred in an authorized distribution to Nickel 2003 Revocable Trust.

Item 2 is hereby further amended by deleting paragraphs relating to MA 1997 Holdings, L.P., MA 1997 Holdings, Inc. and Nickel 1994 "B" Trust and adding the following:

The name, residence or business address and principal occupation or employment of the new officers of TAMMS Corp. are as follows:

NAME	RESIDENCE OR BUSINESS ADDRESS	PRINCIPAL OCCUPATION OR EMPLOYMENT
James Dubin	Paul, Weiss, Rifkind, Wharton & Garrison LLP 1285 Avenue of the Americas New York, New York 10019	Attorney-at-Law at Paul, Weiss, Rifkind, Wharton & Garrison LLP
Thomas Greene	SunTrust Bank South Florida 777 Brickell Avenue Miami, FL 33131	Senior Vice President and Senior Trust Administrator at SunTrust Bank South Florida

RESIDENCE OR

PRINCIPAL OCCUPATION

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NAME	BUSINESS ADDRESS	OR EMPLOYMENT
Michelle Boss	Paul, Weiss, Rifkind, Wharton & Garrison LLP 1285 Avenue of the Americas New York, New York 10019	Attorney-at-Law at Paul, Weiss, Rifkind, Wharton & Garrison LLP

Artsfare 2005 Trust No. 2, Artsfare 2006 Trust No. 1 and Artsfare 2006 Trust No. 2 are Delaware trusts formed for the benefit of Marilyn Arison and her heirs. The business address of each of the Artsfare 2005 Trust No. 2, Artsfare 2006 Trust No. 1 and Artsfare 2006 Trust No. 2 is c/o SunTrust Delaware Trust Company, 1011 Centre Road, Suite 108, Wilmington, Delaware, 19805. The sole trustee of the each of the Artsfare 2005 Trust No. 2, Artsfare 2006 Trust No. 1 and Artsfare 2006 Trust No. 2 is SunTrust Delaware Trust Company, and each of the trusts' protector is JMD-LMA Protector, Inc. The name, residence or business address and principal occupation or employment of each director, executive officer and controlling person of JMD-LMA Protector, Inc. are set forth in Item 2(c)(xxi).

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

No material change.

ITEM 4. PURPOSE OF TRANSACTION

On January 3, 2007, Shari Arison entered into a sales plan under Rule 10b5-1. Under the plan, Shari Arison may sell up to 4 million Shares in open market transactions. The aggregate amount of Shares beneficially owned by the Reporting Persons that have been or are to be sold pursuant to sales plans under Rule 10b5-1 on and after August 28, 2003 is approximately 50 million. In the future, similar sales plans to sell Shares beneficially owned by the Reporting Persons under Rule 10b5-1 may be effected.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

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

All ownership percentages set forth herein assume that there are 623,064,298 Shares outstanding, representing the total number of shares reported in the Beneficial Ownership Table of the Preliminary Proxy of Carnival Corporation filed with the SEC on February 2, 2007.

(a) and (b)(i) TAMMS L.P. may be deemed to own beneficially 1,861,718 Shares (approximately 0.3% of the total number of Shares outstanding). TAMMS L.P. has sole voting power and sole dispositive power over the 1,861,718 Shares held by TAMMS L.P.

(ii) TAMMS Corp. is the Managing General Partner of TAMMS L.P. and as such is entitled, pursuant to the Limited Partnership Agreement, to exercise all voting rights with respect to the Shares held by TAMMS L.P. TAMMS Corp. may be deemed to own beneficially all the 1,861,718 Shares (approximately 0.3% of the total number of Shares outstanding) beneficially owned by TAMMS L.P. TAMMS Corp. has sole voting power over the 1,861,718 Shares directly held by TAMMS L.P. Pursuant to the Limited Partnership Agreement, the Managing General Partner of TAMMS L.P. can dispose of up to 10% in value of the property of TAMMS L.P. To dispose of a greater amount of the



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property, consent of a majority interest of the partners in TAMMS L.P. is needed. Thus, TAMMS Corp. has sole dispositive power over 186,172 Shares held by TAMMS L.P. and shares dispositive power over the remaining 1,675,546 Shares held by TAMMS L.P. TAMMS Corp. also holds 32,439 Shares directly. TAMMS Corp. has sole voting and dispositive power over the 32,439 Shares it holds directly.

(iii) Nickel Continued Irrevocable Trust beneficially owns an aggregate of 2,124,560 Shares (approximately 0.3% of the total number of Shares outstanding), all of which it holds directly. Nickel Continued Irrevocable Trust has sole voting and dispositive power with respect to the 2,124,560 Shares held by it.

(iv) B Shares, L.P. beneficially owns an aggregate of 106,114,284 Shares (approximately 17% of the total number of Shares outstanding), which it holds directly. B Shares, L.P. has sole voting and dispositive power with respect to all such Shares.

(v) B Shares, Inc. beneficially owns an aggregate of 106,114,284 Shares (approximately 17% 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.

(vi) Micky Arison beneficially owns an aggregate of 188,234,942 Shares (approximately 30% of the total number of Shares outstanding), 960,000 Shares of which are underlying vested options which he holds directly, 941,747 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, 106,114,284 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, 73,386,032 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, 1,432,439 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 Artsfare 2003 Trust, and 2,592,895 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the instrument for the Nickel 2003 GRAT and the 2,807,545 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the instrument for the Nickel 2006 GRAT. Micky Arison has shared dispositive and voting power with respect to the 32,866,264 Shares held by the Artsfare 2005 Trust No. 2, the 1,805,943 Shares held by the Artsfare 2006 Trust No. 1, the 6,473,623 Shares held by the Artsfare 2006

Trust No. 2, and the 31,701,809 Shares held by the Eternity Four Trust. Micky Arison has sole voting and dispositive power with respect to the 941,747 Shares held by the Nickel 2003 Revocable Trust. Micky Arison has shared dispositive power with respect to the 1,432,439 Shares indirectly held by the Artsfare 2003 Trust. Micky Arison has sole voting power over 1,432,439 of the Shares indirectly held by the Artsfare 2003 Trust. Micky Arison has sole voting and dispositive power with respect to the 538,393 Shares held by the Nickel 97-06 Trust and the 106,114,284 Shares indirectly held by the Nickel 1994 "B" Trust. Micky Arison is deemed to be the beneficial owner of the 960,000 Shares underlying vested options and the 2,592,895 Shares held by the Nickel 2003 GRAT and the 2,807,545 Shares held by the Nickel 2006 GRAT over which he may acquire beneficial ownership at any time by replacing the trustee or reacquiring the Shares from the Nickel 2003 GRAT or the Nickel 2006 GRAT by substituting other property of an equivalent value.

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(vii) Eternity Two Trust beneficially owns an aggregate of 3,759,010 Shares (approximately 0.6% of the total number of Shares outstanding), 3,000,000 of which it holds directly and 759,010 of which it holds beneficially by virtue of its interest in TAMMS L.P. Eternity Two Trust has shared voting and dispositive power with respect to the 3,000,000 Shares held by it and shares dispositive power over the 759,010 Shares held by TAMMS L.P.

(viii) Shari Arison beneficially owns 2,234,508 Shares (approximately 0.4% of the total number of Shares outstanding), 1,131,800 of which she holds directly and 1,102,708 of which she holds beneficially by virtue of her interest in TAMMS, L.P. Shari Arison has sole voting power and dispositive power with respect to the 1,131,800 Shares she holds directly. She has shared dispositive power with respect to the 1,102,708 Shares held by TAMMS, L.P.

(ix) JMD Delaware, Inc. beneficially owns an aggregate of 8,525,000 Shares (approximately 1.4% of the total number of Shares outstanding), by virtue of being the trustee of the Nickel Continued Irrevocable Trust, the Jafasa Continued Irrevocable Trust, the Nickel 2003 GRAT and the Nickel 2006 GRAT. JMD Delaware, Inc. has sole voting and dispositive power with respect to the Shares held by the Nickel Continued Irrevocable Trust, the Jafasa Continued Irrevocable Trust, the Nickel 2003 GRAT and the Nickel 2006 GRAT. 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.

(x) James M. Dubin beneficially owns an aggregate of 118,544,961 Shares (approximately 19.0% of the total number of Shares outstanding), 1,000 Shares of which he holds directly and 118,543,961 Shares with respect to which he has a beneficial interest by virtue of being the sole shareholder of JMD Delaware, Inc. and JMD-LMA Protector, Inc., a fifty-percent shareholder of Knight Protector, Inc., the sole trustee of the Artsfare 2003 Trust and the President of TAMMS Corp. Mr. Dubin has sole voting and dispositive power with respect to the 1,000 Shares he holds directly. Mr. Dubin has sole voting and dispositive power with respect to the 2,124,560 Shares held by the Nickel Continued Irrevocable Trust, the 1,000,000 Shares held by the Jafasa Continued Irrevocable Trust, the 2,592,895 Shares held by the Nickel 2003 GRAT, and the 2,807,545 Shares held by the Nickel 2006 GRAT. Mr. Dubin has shared voting and dispositive power with respect to the 32,866,264 Shares held by Artsfare 2005

Trust No. 1, the 1,805,943 Shares held by Artsfare 2006 Trust No. 1, and the 6,473,623 Shares held by Artsfare 2006 Trust No. 2. Mr. Dubin has sole voting power with respect to 30,085,716 Shares held by Eternity Four Trust. Mr. Dubin has shared voting power with respect to 31,701,809 Shares held by Eternity Four Trust and 3,000,000 Shares held by Eternity Two Trust. Mr. Dubin has shared dispositive power with respect to the 61,787,525 Shares held by Eternity Four Trust, 759,010 Shares held by TAMMS L.P., and the 1,432,439 Shares held by Artsfare 2003 Trust. As the President of TAMMS Corp., the managing general partner of TAMMS L.P., Mr. Dubin has sole voting and dispositive power with respect to 1,861,718 Shares beneficially owned by TAMMS L.P., and sole voting and dispositive power with respect to the 32,439 Shares directly owned by TAMMS Corp. 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.

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(xi) Artsfare 2005 Trust No. 2 beneficially owns the 32,866,264 Shares for which it exercises shared dispositive power (approximately 5.3% of the total number of Shares outstanding).

(xii) Artsfare 2006 Trust No. 1 beneficially owns the 1,805,943 Shares for which it exercises shared dispositive power (approximately 0.3% of the total number of Shares outstanding).

(xiii) Artsfare 2006 Trust No. 2 beneficially owns the 6,473,623 Shares for which it exercises shared dispositive power (approximately 1% of the total number of Shares outstanding).

(xiv) Knight Protector, Inc. beneficially owns an aggregate of 65,546,535 Shares (approximately 10.5% of the total number of Shares outstanding), by virtue of being the protector of Eternity Four Trust and the protector of Eternity Two Trust. Knight Protector, Inc. has shared voting and dispositive power with respect to the 3,000,000 Shares held by Eternity Two Trust and shared dispositive power with respect to the 759,010 Shares held by TAMMS L.P. Knight Protector, Inc. has shared dispositive power with respect to 61,787,525 Shares held by Eternity Four Trust. Knight Protector, Inc. has shared voting power with respect to 31,701,809 Shares held by Eternity Four Trust, and has sole voting power with respect to 30,085,716 Shares held by Eternity Four Trust.

(xv) SunTrust Delaware Trust Company beneficially owns 41,145,830 Shares (approximately 6.6% of the total number of Shares outstanding), by virtue of being the trustee of Artsfare 2005 Trust No. 2, Artsfare 2006 Trust No. 1 and Artsfare 2006 Trust No. 2. SunTrust Delaware Trust Company has shared dispositive power with respect to the Shares held by Artsfare 2005 Trust No. 2, Artsfare 2006 Trust No. 1 and Artsfare 2006 Trust No. 2. Accordingly, SunTrust Delaware Trust Company may be deemed to beneficially own such Shares for which it exercises such dispositive power. SunTrust Delaware Trust Company disclaims beneficial ownership of such Shares.

(xvi) JMD-LMA Protector, Inc. beneficially owns an aggregate of 41,145,830 Shares (approximately 6.6% of the total number of Shares outstanding), by virtue of being the protector of Artsfare 2005 Trust No. 2, Artsfare 2006 Trust No. 1 and Artsfare 2006 Trust No. 2. JMD-LMA Protector, Inc., has shared voting and dispositive power with respect to Shares held by Artsfare 2005 Trust No. 2, Artsfare 2006 Trust No. 1 and Artsfare 2006 Trust No. 2.

(xvii) J.P. Morgan Trust Company of Delaware beneficially owns 3,759,010 Shares (approximately 0.6% of the total number of Shares outstanding), by virtue of being the sole trustee of Eternity Two Trust. J.P. Morgan Trust Company of Delaware has shared voting and dispositive power with respect to the 3,000,000 Shares held directly by Eternity Two Trust and shared dispositive power with respect to the 759,010 Shares held by TAMMS L.P. Accordingly, J.P. Morgan Trust Company of Delaware may be deemed to beneficially own such Shares for which it exercises shared voting and/or dispositive power. J.P. Morgan Trust Company of Delaware disclaims beneficial ownership of such Shares.

(xviii) Artsfare 2003 Trust beneficially owns an aggregate of 1,432,439 Shares (approximately 0.2% of the total number of Shares outstanding), 1,400,000 of which it holds beneficially by virtue of its interest in MBA I, L.P. and 32,439 of which it holds beneficially by virtue of the limited partnership interest of MBA I, L.P. in TAMMS, L.P. Artsfare 2003 Trust has shared dispositive power with respect to the 1,400,000 Shares directly held by MBA I, L.P. and the 32,439 Shares held indirectly by MBA I,

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L.P., by virtue of being the sole stockholder of TAMMS Corp.

(xix) MBA I, L.P. beneficially owns an aggregate of 1,432,439 Shares (approximately 0.2% of the total number of Shares outstanding), 1,400,000 Shares of which it holds directly and 32,439 Shares of which it owns beneficially by virtue of its interest in TAMMS L.P. MBA I, L.P. has shared voting and dispositive power over the 1,400,000 Shares it holds directly and exercises shared dispositive power over the 32,439 Shares held by TAMMS Corp.

(xx) The Jafasa Continued Irrevocable Trust beneficially owns an aggregate of 1,000,000 Shares (approximately 0.2% of the total number of Shares outstanding), all of which it holds directly. The Jafasa Continued Irrevocable Trust has sole voting and dispositive power with respect to such Shares held by it.

(xxi) John J. O'Neil beneficially owns an aggregate of 65,546,535 Shares (approximately 10.5% of the total number of Shares outstanding) by virtue of being a fifty-percent shareholder of Knight Protector, Inc. Mr. O'Neil has shared voting and dispositive power with respect to the 3,000,000 Shares held by Eternity Two Trust and shared dispositive power with respect to the 759,010 Shares held by TAMMS L.P. Mr. O'Neil has sole voting power with respect to 30,085,716 Shares held by Eternity Four Trust and shared voting power with respect to 31,701,809 Shares held by Eternity Four Trust. Mr. O'Neil has shared dispositive power with respect to the 61,787,525 Shares held by Eternity Four 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.

(xxii) The Nickel 2003 GRAT owns an aggregate of 2,592,895 Shares (approximately 0.4% of the total number of Shares outstanding). The Nickel 2003 GRAT has sole voting power and sole dispositive power with respect to the 2,592,895 Shares held by it.

(xxiii) The Reporting Persons, as a group, beneficially own an aggregate of 230,152,136 Shares (approximately 37% 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.

(c) (i) During the past 60 days, Shari Arison has sold Shares in open market transactions on the New York Stock Exchange pursuant to a sales plan under Rule 10b5-1 as follows:

DATE	NO. OF SHARES SOLD	AVERAGE PRICE PER SHARE
01/04/07	170,000	\$50.90
01/05/07	103,000	\$50.31
01/08/07	153,200	\$50.04
01/09/07	500,000	\$50.44
01/10/07	270,600	\$50.28
01/11/07	500,000	\$50.88
01/16/07	50,000	\$51.31
01/17/07	70,000	\$51.45
01/18/07	100,000	\$51.85
01/19/07	100,000	\$52.43

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01/22/07	100,000	\$52.13
01/23/07	50,000	\$52.12
01/24/07	70,000	\$52.16
01/25/07	60,000	\$51.97
01/26/07	100,000	\$51.91
01/29/07	85,000	\$51.99
01/30/07	100,000	\$52.08
01/31/07	40,000	\$51.53
02/01/07	100,000	\$51.98
02/02/07	60,000	\$52.11
02/05/07	54,600	\$50.74
02/06/07	10,700	\$50.00
02/07/07	21,100	\$50.07

Except as set forth in this paragraph (c), to the best of the 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

On January 3, 2007, Shari Arison entered into a sales plan under Rule 10b5-1. Under the plan, Shari Arison may sell up to 4 million Shares in open market transactions.

### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

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

Exhibit 34 Joint Filing Agreement, dated as of February 27, 2007, among TAMMS Investment Company, Limited Partnership, TAMMS Management Corporation, the Nickel Continued Irrevocable Trust, MA 1994 B Shares, L.P., MA 1994 B Shares, Inc., Micky Arison, Eternity Two Trust, Shari Arison, JMD Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Artsfare 2006 Trust No. 1, Artsfare 2006 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, JMD-LMA Protector, Inc., J.P. Morgan Trust Company of Delaware, Artsfare 2003 Trust, MBA I, L.P., the Jafasa Continued Irrevocable Trust, John J. O'Neil and the Nickel 2003 GRAT.

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 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 2006 Trust No. 1 as an exhibit to the Form 3 filed on October 13, 2006, the Power of Attorney filed for Artsfare 2006 Trust No. 1 as an exhibit to the Form 3 filed on October 13, 2006, the Power of Attorney filed for Artsfare 2005 Trust No. 2 as an exhibit to the Form 3 filed on December 22, 2005, the Power of Attorney filed for Shari Arison as an exhibit to the Form 4 filed on January 8, 2006

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and the Powers of Attorney filed for the other signatories hereto (other than Eternity Two Trust and J.P. Morgan Trust Company of Delaware) as an exhibit to Amendment No. 4 to Schedule 13D filed on February 23, 2004 are hereby incorporated herein by reference.

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: February 27, 2007

ARTSFARE 2003 TRUST  
ARTSFARE 2005 TRUST NO. 2  
ARTSFARE 2006 TRUST NO. 1  
ARTSFARE 2006 TRUST NO. 2  
ETERNITY TWO TRUST  
JAFASA CONTINUED IRREVOCABLE TRUST  
JAMES M. DUBIN  
JMD DELAWARE, INC.  
J.P. MORGAN TRUST COMPANY OF DELAWARE  
MA 1994 B SHARES, INC.  
MA 1994 B SHARES, L.P.  
MBA I, L.P.  
MICKY ARISON  
NICKEL 2003 GRAT  
NICKEL CONTINUED IRREVOCABLE TRUST  
SUNTRUST DELAWARE TRUST COMPANY  
SHARI ARISON  
TAMMS INVESTMENT COMPANY, LIMITED PARTNERSHIP  
TAMMS MANAGEMENT CORPORATION

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

/s/ John J. O'Neil

-----  
JOHN J. O'NEIL

JMD-LMA PROTECTOR, INC.  
KNIGHT PROTECTOR, INC.

By: John J. O'Neil, Authorized Signatory

/s/ John J. O'Neil

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JOHN J. O'NEIL

/s/ John J. O'Neil

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JOHN J. O'NEIL

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INDEX TO EXHIBITS

EXHIBITS

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Exhibit 34      Joint Filing Agreement, dated as of February 27, 2007, among TAMMS Investment Company, Limited Partnership, TAMMS Management Corporation, the Nickel Continued Irrevocable Trust, MA 1994 B Shares, L.P., MA 1994 B Shares, Inc., Micky Arison, Eternity Two Trust, Shari Arison, JMD Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Artsfare 2006 Trust No. 1, Artsfare 2006 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, JMD-LMA Protector, Inc., J.P. Morgan Trust Company of Delaware, Artsfare 2003 Trust, MBA I, L.P., the Jafasa Continued Irrevocable Trust, John J. O'Neil and the Nickel 2003 GRAT.

EXHIBIT 34

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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:      February 27, 2007

ARTSFARE 2003 TRUST  
ARTSFARE 2005 TRUST NO. 2  
ARTSFARE 2006 TRUST NO. 1  
ARTSFARE 2006 TRUST NO. 2  
ETERNITY TWO TRUST  
JAFASA CONTINUED IRREVOCABLE TRUST  
JAMES M. DUBIN  
JMD DELAWARE, INC.  
J.P. MORGAN TRUST COMPANY OF DELAWARE  
MA 1994 B SHARES, INC.  
MA 1994 B SHARES, L.P.  
MBA I, L.P.  
MICKY ARISON  
NICHEL 2003 GRAT  
NICHEL CONTINUED IRREVOCABLE TRUST  
SUNTRUST DELAWARE TRUST COMPANY  
SHARI ARISON  
TAMMS INVESTMENT COMPANY, LIMITED PARTNERSHIP  
TAMMS MANAGEMENT CORPORATION

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

/s/ John J. O'Neil

-----  
JOHN J. O'NEIL

JMD-LMA PROTECTOR, INC.  
KNIGHT PROTECTOR, INC.

By: John J. O'Neil, Authorized Signatory

/s/ John J. O'Neil

-----  
JOHN J. O'NEIL

/s/ John J. O'Neil

-----  
JOHN J. O'NEIL

; font-family: 'Times New Roman', Times; color: #000000; background: #FFFFFF"> The Company has two reportable segments, EIG and EMG. The Company manages, evaluates and aggregates its operating segments for segment reporting purposes primarily on the basis of product type, production processes, distribution methods and management organizations.

EIG produces instrumentation for various electronic applications used in transportation industries, including aircraft cockpit instruments and displays, airborne electronics systems that monitor and record flight and engine data, and pressure, temperature, flow and liquid-level sensors for commercial airlines and aircraft and jet engine manufacturers. EIG also produces analytical instrumentation for the laboratory and research markets, as well as instruments for food service equipment, measurement and monitoring instrumentation for various process industries and instruments and complete instrument panels for heavy trucks, heavy construction and agricultural vehicles. EIG also manufactures ultraprecise measurement instrumentation, as well as thermoplastic compounds for automotive, appliance and telecommunications applications.

EMG produces brushless air-moving motors for aerospace, mass transit, medical equipment, computer and business machine applications. EMG also produces high-purity metal powders and alloys in powder, strip and wire form for electronic components, aircraft and automotive products, as well as heat exchangers and thermal management subsystems. EMG also supplies hermetically sealed (moisture-proof) connectors, terminals and headers. These electromechanical devices are used in aerospace, defense and other industrial applications. Additionally, EMG produces air-moving electric motors and motor-blower systems for manufacturers of floor care appliances and outdoor power equipment. Sales of floor care and specialty motors represented 10.8% in 2009, 12.1% in 2008 and 13.7% in 2007 of the Company's consolidated net sales.

#### *Measurement of Segment Results*

Segment operating income represents sales, less all direct costs and expenses (including certain administrative and other expenses) applicable to each segment, but does not include an allocation of interest expense. Net sales by segment are reported after elimination of intra- and inter-segment sales and profits, which are insignificant in amount. Such sales are generally based on prevailing market prices. Reported segment assets include allocations directly related to the segment's operations. Corporate assets consist primarily of investments, prepaid pensions, insurance deposits and deferred taxes.





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## AMETEK, Inc.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

*Reportable Segment Financial Information*

	2009	2008 (In thousands)	2007
Net sales(1):			
Electronic Instruments	\$ 1,146,578	\$ 1,402,653	\$ 1,199,757
Electromechanical	951,777	1,128,482	937,093
Consolidated net sales	\$ 2,098,355	\$ 2,531,135	\$ 2,136,850
Operating income and income before income taxes:			
Segment operating income(2):			
Electronic Instruments	\$ 232,875	\$ 306,764	\$ 260,338
Electromechanical	166,582	175,181	167,166
Total segment operating income	399,457	481,945	427,504
Corporate administrative and other expenses	(33,407)	(49,291)	(40,930)
Consolidated operating income	366,050	432,654	386,574
Interest and other expenses, net	(71,417)	(66,438)	(50,130)
Consolidated income before income taxes	\$ 294,633	\$ 366,216	\$ 336,444
Assets:			
Electronic Instruments	\$ 1,535,646	\$ 1,583,110	
Electromechanical	1,357,219	1,291,602	
Total segment assets	2,892,865	2,874,712	
Corporate	353,167	180,830	
Consolidated assets	\$ 3,246,032	\$ 3,055,542	
Additions to property, plant and equipment(3):			
Electronic Instruments	\$ 22,220	\$ 25,860	\$ 42,807
Electromechanical	16,668	52,231	29,485
Total segment additions to property, plant and equipment	38,888	78,091	72,292
Corporate	2,161	4,650	486
Consolidated additions to property, plant and equipment	\$ 41,049	\$ 82,741	\$ 72,778
Depreciation and amortization:			

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Electronic Instruments	\$	<b>32,635</b>	\$	30,569	\$	23,603
Electromechanical		<b>32,444</b>		32,460		28,839
Total segment depreciation and amortization		<b>65,079</b>		63,029		52,442
Corporate		<b>421</b>		232		223
Consolidated depreciation and amortization	\$	<b>65,500</b>	\$	63,261	\$	52,665

- (1) After elimination of intra- and intersegment sales, which are not significant in amount.
- (2) Segment operating income represents sales less all direct costs and expenses (including certain administrative and other expenses) applicable to each segment, but does not include interest expense.
- (3) Includes \$8.0 million in 2009, \$38.5 million in 2008 and \$35.2 million in 2007 from acquired businesses.

Table of Contents**AMETEK, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)***Geographic Areas*

Information about the Company's operations in different geographic areas for the years ended December 31, 2009, 2008, and 2007 is shown below. Net sales were attributed to geographic areas based on the location of the customer. Accordingly, U.S. export sales are reported in international sales.

	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>(In thousands)</b>		
Net sales:			
United States	<b>\$ 1,066,644</b>	\$ 1,305,594	\$ 1,083,118
International*:			
United Kingdom	<b>170,229</b>	167,891	127,626
European Union countries	<b>339,328</b>	394,937	334,554
Asia	<b>308,805</b>	373,477	323,992
Other foreign countries	<b>213,349</b>	289,236	267,560
Total international	<b>1,031,711</b>	1,225,541	1,053,732
Total consolidated	<b>\$ 2,098,355</b>	\$ 2,531,135	\$ 2,136,850
Long-lived assets from continuing operations (excluding intangible assets):			
United States	<b>\$ 190,737</b>	\$ 185,505	
International**:			
United Kingdom	<b>38,375</b>	36,212	
European Union countries	<b>60,973</b>	64,831	
Asia	<b>8,905</b>	10,451	
Other foreign countries	<b>11,063</b>	11,530	
Total international	<b>119,316</b>	123,024	
Total consolidated	<b>\$ 310,053</b>	\$ 308,529	

\* Includes U.S. export sales of \$414.1 million in 2009, \$478.5 million in 2008 and \$394.4 million in 2007.

\*\* Represents long-lived assets of foreign-based operations only.

## 18. Guarantees

The Company does not provide significant guarantees on a routine basis. The Company primarily issues guarantees, stand-by letters of credit and surety bonds in the ordinary course of its business to provide financial or performance assurance to third parties on behalf of its consolidated subsidiaries to support or enhance the subsidiary's stand-alone creditworthiness. The amounts subject to certain of these agreements vary depending on the covered contracts actually outstanding at any particular point in time. At December 31, 2009, the maximum amount of future payment obligations relative to these various guarantees was \$50.4 million and the outstanding liability under certain of those guarantees was \$4.9 million. These guarantees expire in 2010.

### *Indemnifications*

In conjunction with certain acquisition and divestiture transactions, the Company may agree to make payments to compensate or indemnify other parties for possible future unfavorable financial consequences resulting from specified events (e.g., breaches of contract obligations or retention of previously existing environmental, tax or

Table of Contents**AMETEK, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

employee liabilities) whose terms range in duration and often are not explicitly defined. Where appropriate, the obligation for such indemnifications is recorded as a liability. Because the amount of these types of indemnifications generally is not specifically stated, the overall maximum amount of the obligation under such indemnifications cannot be reasonably estimated. Further, the Company indemnifies its directors and officers for claims against them in connection with their positions with the Company. Historically, any such costs incurred to settle claims related to these indemnifications have been minimal for the Company. The Company believes that future payments, if any, under all existing indemnification agreements would not have a material impact on its consolidated results of operations, financial position or cash flows.

*Product Warranties*

The Company provides limited warranties in connection with the sale of its products. The warranty periods for products sold vary widely among the Company's operations, but for the most part do not exceed one year. The Company calculates its warranty expense provision based on past warranty experience and adjustments are made periodically to reflect actual warranty expenses.

Changes in accrued product warranty obligation were as follows at December 31:

	<b>2009</b>	<b>2008</b>
	<b>(In thousands)</b>	
Balance at the beginning of the year	\$ 16,068	\$ 14,433
Accruals for warranties issued during the year	8,236	12,201
Settlements made during the year	(11,095)	(11,503)
Changes in liability for pre-existing warranties, including expirations during the year	277	(343)
Warranty accruals related to new businesses	2,549	1,280
Balance at the end of the year	\$ 16,035	\$ 16,068

Certain settlements of warranties made during the period were for specific nonrecurring warranty obligations. Product warranty obligations are reported as current liabilities in the consolidated balance sheet.

**19. Contingencies***Asbestos Litigation*

The Company (including its subsidiaries) has been named as a defendant, along with many other companies, in a number of asbestos-related lawsuits. Many of these lawsuits either relate to businesses which were acquired by the Company and do not involve products which were manufactured or sold by the Company or relate to previously owned businesses of the Company which are under new ownership. In connection with many of these lawsuits, the sellers or new owners of such businesses, as the case may be, have agreed to indemnify the Company against these claims (the Indemnified Claims). The Indemnified Claims have been tendered to, and are being defended by, such

sellers and new owners. These sellers and new owners have met their obligations, in all respects, and the Company does not have any reason to believe such parties would fail to fulfill their obligations in the future; however, one of these companies filed for bankruptcy liquidation in 2007. To date, no judgments have been rendered against the Company as a result of any asbestos-related lawsuit. The Company believes it has strong defenses to the claims being asserted and intends to continue to vigorously defend itself in these matters.

*Environmental Matters*

Certain historic processes in the manufacture of products have resulted in environmentally hazardous waste by-products as defined by federal and state laws and regulations. While these waste products were handled in compliance with regulations existing at that time, at December 31, 2009, the Company is named a Potentially Responsible Party ( PRP ) at 16 non-AMETEK-owned former waste disposal or treatment sites (the non-owned sites). The Company

**Table of Contents****AMETEK, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

is identified as a de minimis party in 14 of these sites based on the low volume of waste attributed to the Company relative to the amounts attributed to other named PRPs. In ten of these sites, the Company has reached a tentative agreement on the cost of the de minimis settlement to satisfy its obligation and is awaiting executed agreements. The tentatively agreed-to settlement amounts are fully reserved. In the other four sites, the Company is continuing to investigate the accuracy of the alleged volume attributed to the Company as estimated by the parties primarily responsible for remedial activity at the sites to establish an appropriate settlement amount. In the two remaining sites where the Company is a non-de minimis PRP, the Company is participating in the investigation and/or related required remediation as part of a PRP Group and reserves have been established sufficient to satisfy the Company's expected obligation. The Company historically has resolved these issues within established reserve levels and reasonably expects this result will continue. In addition to these non-owned sites, the Company has an ongoing practice of providing reserves for probable remediation activities at certain of its current or previously owned manufacturing locations (the owned sites). For claims and proceedings against the Company with respect to other environmental matters, reserves are established once the Company has determined that a loss is probable and estimable. This estimate is refined as the Company moves through the various stages of investigation, risk assessment, feasibility study and corrective action processes. In certain instances, the Company has developed a range of estimates for such costs and has recorded a liability based on the low end of the range. It is reasonably possible that the actual cost of remediation of the individual sites could vary from the current estimates and the amounts accrued in the consolidated financial statements; however, the amounts of such variances are not expected to result in a material change to the consolidated financial statements. In estimating the Company's liability for remediation, the Company also considers the likely proportionate share of the anticipated remediation expense and the ability of the other PRPs to fulfill their obligations.

Total environmental reserves at December 31, 2009 and 2008 were \$27.0 million and \$28.4 million, respectively, for non-owned and owned sites. In 2009, the Company received \$1.3 million of additional reserves from a third party for existing sites. Additionally, the Company spent \$2.7 million on environmental matters in 2009. The Company's reserves for environmental liabilities at December 31, 2009 and 2008 include reserves of \$19.2 million and \$17.9 million, respectively, for an owned site acquired in connection with the fiscal 2005 acquisition of HCC Industries (HCC). The Company is the designated performing party for the performance of remedial activities for one of several operating units making up a large Superfund site in the San Gabriel Valley of California. The Company has obtained indemnifications and other financial assurances from the former owners of HCC related to the costs of the required remedial activities. At December 31, 2009, the Company had \$13.9 million in receivables related to HCC for probable recoveries from third-party escrow funds and other committed third-party funds to support the required remediation. Also, the Company is indemnified by HCC's former owners for approximately \$19.0 million of additional costs.

The Company has agreements with other former owners of certain of its acquired businesses, as well as new owners of previously owned businesses. Under certain of the agreements, the former or new owners retained, or assumed and agreed to indemnify the Company against, certain environmental and other liabilities under certain circumstances. The Company and some of these other parties also carry insurance coverage for some environmental matters. To date, these parties have met their obligations in all material respects; however, one of these companies filed for bankruptcy liquidation in 2007, as discussed further in the following paragraph.

In August 2009, the Company agreed to a Stipulation and Settlement Agreement with the San Diego Regional Water Quality Control Board regarding the 2008 Notice of Administrative Civil Liability related to a former subsidiary



which became a separate company in 1988 and filed for bankruptcy liquidation in 2007, whereby the Company paid and deferred minor penalties, which were covered by previously established reserves.

The Company believes it has established reserves which are sufficient to perform all known responsibilities under existing claims and consent orders. The Company has no reason to believe that other third parties would fail to perform their obligations in the future. In the opinion of management, based upon presently available information and past experience related to such matters, an adequate provision for probable costs has been made and the ultimate cost resulting from these actions is not expected to materially affect the consolidated results of operations, financial position or cash flows of the Company.

**Table of Contents****AMETEK, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****20. Quarterly Financial Data (Unaudited)**

	<b>First Quarter</b>	<b>Second Quarter</b>	<b>Third Quarter</b>	<b>Fourth Quarter</b>	<b>Total Year</b>
	<b>(In thousands, except per share amounts)</b>				
<b><u>2009</u></b>					
Net sales	\$ 552,866	\$ 524,929	\$ 497,060	\$ 523,500	\$ 2,098,355
Operating income	\$ 106,202	\$ 93,180	\$ 77,475	\$ 89,193	\$ 366,050
Net income	\$ 59,055	\$ 51,813	\$ 43,018	\$ 51,884	\$ 205,770
Basic earnings per share(a)	\$ 0.55	\$ 0.49	\$ 0.40	\$ 0.48	\$ 1.93
Diluted earnings per share(a)	\$ 0.55	\$ 0.48	\$ 0.40	\$ 0.48	\$ 1.91
Dividends paid per share	\$ 0.06	\$ 0.06	\$ 0.06	\$ 0.06	\$ 0.24
<b><u>2008</u></b>					
Net sales	\$ 611,197	\$ 648,771	\$ 647,423	\$ 623,744	\$ 2,531,135
Operating income(b)(c)	\$ 116,233	\$ 114,111	\$ 120,065	\$ 82,245	\$ 432,654
Net income(b)(c)	\$ 66,357	\$ 65,842	\$ 70,924	\$ 43,829	\$ 246,952
Basic earnings per share(a)(b)(c)	\$ 0.63	\$ 0.62	\$ 0.67	\$ 0.41	\$ 2.33
Diluted earnings per share(a)(b)(c)	\$ 0.62	\$ 0.61	\$ 0.66	\$ 0.41	\$ 2.30
Dividends paid per share	\$ 0.06	\$ 0.06	\$ 0.06	\$ 0.06	\$ 0.24

- (a) The sum of quarterly earnings per share may not equal total year earnings per share due to rounding of earnings per share amounts, and differences in weighted average shares and equivalent shares outstanding for each of the periods presented.
- (b) The 2008 results include a second quarter after-tax, non-cash charge of \$7.3 million, or \$0.07 per diluted share, related to the accelerated amortization of deferred compensation expense due to the vesting of restricted stock.
- (c) The 2008 results include fourth quarter pre-tax charges totaling \$40.0 million, \$27.3 million after tax (\$0.25 per diluted share). These charges include restructuring costs for employee reductions and facility closures (\$32.6 million), as well as asset write-downs (\$7.4 million).

**Table of Contents**

**Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

*Disclosure Controls and Procedures*

The Company maintains a system of disclosure controls and procedures that is designed to provide reasonable assurance that information, which is required to be disclosed, is accumulated and communicated to management in a timely manner. Under the supervision and with the participation of our management, including the Company's principal executive officer and principal financial officer, we have evaluated the effectiveness of our system of disclosure controls and procedures as required by Exchange Act Rule 13a-15(b) as of December 31, 2009. Based on that evaluation, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures are effective at the reasonable assurance level.

Such evaluation did not identify any change in the Company's internal control over financial reporting during the year ended December 31, 2009 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

*Internal Control over Financial Reporting*

Management's report on the Company's internal controls over financial reporting is included on page 39. The report of the independent registered public accounting firm with respect to the effectiveness of internal control over financial reporting is included on page 40.

**Item 9B. Other Information**

None.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

a) Directors of the Registrant.

Information with respect to Directors of the Company is set forth under the heading "Election of Directors" in the Company's Proxy Statement for the 2010 Annual Meeting of Stockholders and is incorporated herein by reference.

b) Executive Officers of the Registrant.

Information with respect to executive officers of the Company is set forth under the heading "Executive Officers" in the Company's Proxy Statement for the 2010 Annual Meeting of Stockholders and is incorporated herein by reference.

c) Section 16(a) Compliance.

Information concerning compliance with Section 16(a) of the Securities Exchange Act of 1934 is set forth under the heading "Compliance with Section 16(a) of the Securities Exchange Act of 1934" in the Company's Proxy Statement for the 2010 Annual Meeting of Stockholders and is incorporated herein by reference.

d) Identification of the Audit Committee.

Information concerning the audit committee of the Company is set forth under the heading "Committees of the Board" in the Company's Proxy Statement for the 2010 Annual Meeting of Stockholders and is incorporated herein by reference.

e) Audit Committee Financial Expert.

Information concerning the audit committee financial expert of the Company is set forth under the heading "Committees of the Board" in the Company's Proxy Statement for the 2010 Annual Meeting of Stockholders and is incorporated herein by reference.

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f) Corporate Governance/Nominating Committee.

Information concerning any material changes to the way in which security holders may recommend nominees to the Company's Board of Directors is set forth under the heading "Corporate Governance" in the Company's Proxy Statement for the 2010 Annual Meeting of Stockholders and is incorporated herein by reference.

g) Code of Ethics for Chief Executive Officer and Senior Financial Officers.

The Company has adopted a Code of Ethics for the principal executive officer, principal financial officer and principal accounting officer, which may be found on the Company's website at [www.ametek.com](http://www.ametek.com). Any amendments to the Code of Ethics or any grant of a waiver from the provisions of the Code of Ethics requiring disclosure under applicable Securities and Exchange Commission rules will be disclosed on the Company's website.

**Item 11. Executive Compensation**

Information regarding executive compensation, including the "Compensation Discussion and Analysis," the "Report of the Compensation Committee," "Compensation Tables" and "Potential Payments Upon Termination or Change of Control" is set forth under the heading "Executive Compensation" in the Company's Proxy Statement for the 2010 Annual Meeting of Stockholders and is incorporated herein by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Information regarding security ownership of certain beneficial owners and management appearing under "Stock Ownership of Executive Officers and Directors" and "Beneficial Ownership of Principal Stockholders" in the Company's Proxy Statement for the 2010 Annual Meeting of Stockholders is incorporated herein by reference.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

Information appearing under "Certain Relationships and Related Transactions" and "Independence" in the Company's Proxy Statement for the 2010 Annual Meeting of Stockholders is incorporated herein by reference.

**Item 14. Principal Accounting Fees and Services**

Information appearing under "Ratification of Appointment of Independent Registered Public Accounting Firm" in the Company's Proxy Statement for the 2010 Annual Meeting of Stockholders is incorporated herein by reference.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

Financial Statements and Financial Statement Schedules

(1) Financial Statements:

Financial statements are shown in the Index to Financial Statements pursuant to Item 8 of this report.

(2) Financial Statement Schedules:

Financial statement schedules have been omitted because either they are not applicable or the required information is included in the financial statements or the notes thereto.

(3) Exhibits

Exhibits are shown in the index of Item 15(3) of this report.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMETEK, Inc.

By: /s/ Frank S. Hermance  
 Frank S. Hermance, Chairman of the Board,  
 Chief Executive Officer and Director

Date: February 25, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Frank S. Hermance Frank S. Hermance	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	February 25, 2010
/s/ John J. Molinelli John J. Molinelli	Executive Vice President Chief Financial Officer (Principal Financial Officer)	February 25, 2010
/s/ Robert R. Mandos, Jr. Robert R. Mandos, Jr.	Senior Vice President and Comptroller (Principal Accounting Officer)	February 25, 2010
/s/ Sheldon S. Gordon Sheldon S. Gordon	Director	February 25, 2010
/s/ Charles D. Klein Charles D. Klein	Director	February 25, 2010
/s/ Steven W. Kohlhagen Steven W. Kohlhagen	Director	February 25, 2010
/s/ James R. Malone James R. Malone	Director	February 25, 2010

/s/ David P. Steinmann	Director	February 25, 2010
David P. Steinmann		
/s/ Elizabeth R. Varet	Director	February 25, 2010
Elizabeth R. Varet		
/s/ Dennis K. Williams	Director	February 25, 2010
Dennis K. Williams		



**Table of Contents****Index to Exhibits****Item 15(3)**

<b>Exhibit Number</b>	<b>Description</b>	<b>Incorporated Herein by Reference to</b>
3.1	Amended and Restated Certificate of Incorporation of AMETEK, Inc., dated April 24, 2007.	Exhibit 3.1 to Form 10-Q dated March 31, 2007, SEC File No. 1-12981.
3.2	By-laws of the Company as amended to and including July 25, 2007.	Exhibit 3.(ii) to Form 8-K, dated July 30, 2007, SEC File No. 1-12981.
4.1	Rights Agreement, dated as of June 2, 2007, between the Company and American Stock Transfer & Trust Company.	Exhibit 4.1 to Form 8-K dated June 2, 2007, SEC File No. 1-12981.
4.2	Indenture, dated as of July 17, 1998, between AMETEK, Inc., as Issuer, and Chase Manhattan Trust Company, National Association, as Trustee relating to the Notes, dated July 17, 1998.	Exhibit 4.1 to Form 10-Q dated June 30, 1998, SEC File No. 1-12981.
4.3	AMETEK, Inc. 2007 Omnibus Incentive Plan, dated as of April 24, 2007.	Exhibit 4 to Form S-8 dated May 10, 2007, SEC File No. 1-12981.
10.1	Amended and restated AMETEK, Inc. Retirement Plan for Directors, dated as of October 24, 2007.	Exhibit 10.4 to Form 10-Q dated September 30, 2007, SEC File No. 1-12981.
10.2	Amended and restated AMETEK, Inc. Deferred Compensation Plan dated October 24, 2007.*	Exhibit 10.6 to Form 10-Q dated September 30, 2007, SEC File No. 1-12981.
10.3	Amended and restated Supplemental Senior Executive Death Benefit Plan, dated as of July 25, 2007 (the Senior Executive Plan ).*	Exhibit 10. 1 to Form 10-Q, dated September 30, 2007, SEC File No. 1-12981.
10.4	Amended and restated AMETEK, Inc. 2004 Executive Death Benefit Plan dated as of July 25, 2007.	Exhibit 10.2 to Form 10-Q dated September 30, 2007, SEC File No. 1-12981.
10.5	Amended and restated AMETEK, Inc. Death Benefit Program for Directors dated as of October 24, 2007.*	Exhibit 10.3 to Form 10-Q dated September 30, 2007, SEC File No. 1-12981.
10.6	Form of amended and restated Termination and Change of Control Agreement between AMETEK, Inc. and a named executive, dated October 24, 2007.*	Exhibit 10.7 to Form 10-Q dated September 30, 2007, SEC File No. 1-12981.
10.7	Amended and restated Termination and Change of Control Agreement between AMETEK, Inc. and a named executive, dated October 24, 2007.*	Exhibit 10.8 to Form 10-Q dated September 30, 2007, SEC File No. 1-12981.
10.8	The AMETEK Retirement and Savings Plan, as restated and amended to January 1, 2002 (the Savings Plan ).*	Exhibit 10.4 to 2003 Form 10-K, SEC File No. 1-12981.
10.9	Amendment No. 1 to the Savings Plan.*	

10.10	Form of Severance Benefit Agreement between the Company and certain executives of the Company.*	Exhibit 10.5 to 2003 Form 10-K, SEC File No. 1-12981. Exhibit (10) (ww) to 1989 Form 10-K, SEC File No. 1-168.
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<b>Exhibit Number</b>	<b>Description</b>	<b>Incorporated Herein by Reference to</b>
10.11	Form of Supplemental Retirement Benefit Agreement between the Company and certain executives of the Company, dated as of May 21, 1991.*	Exhibit 10.61 to 1991 Form 10-K, SEC File No. 1-168.
10.12	Amended and restated Supplemental Executive Retirement Plan dated as of October 24, 2007.	Exhibit 10.5 to Form 10-Q dated September 30, 2007, SEC File No. 1-12981.
10.13	The 1997 Stock Incentive Plan of AMETEK, Inc. (the 1997 Plan ).*	Exhibit 10.31 to 1997 Form 10-K, SEC File No. 1-12981.
10.14	Amendment No. 1 to the 1997 Plan.*	Exhibit 10.35 to 1999 Form 10-K, SEC File No. 1-12981.
10.15	Amendment No. 2 to the 1997 Plan.*	Exhibit 10.36 to 1999 Form 10-K, SEC File No. 1-12981.
10.16	Amendment No. 3 to the 1997 Plan.*	Exhibit 10.2 to Form 10-Q dated March 31, 2000, SEC File No. 1-12981.
10.17	Amendment No. 4 to the 1997 Plan.*	Exhibit 10.1 to Form 10-Q dated September 30, 2002, SEC File No. 1-12981.
10.18	Amendment No. 5 to the 1997 Plan.*	Exhibit 10.4 to Form 10-Q dated June 30, 2004, SEC File No. 1-12981.
10.19	1999 Stock Incentive Plan of AMETEK, Inc. (the 1999 Plan ).*	Exhibit 4.1 to Form S-8 dated June 11, 1999, SEC File No. 333-80449.
10.20	Amendment No. 1 to the 1999 Plan.*	Exhibit 4.1 to Form S-8 dated June 11, 1999, SEC File No. 333-80449.
10.21	Amendment No. 2 to the 1999 Plan.*	Exhibit 10.3 to Form 10-Q dated March 31, 2000, SEC File No. 1-12981.
10.22	Amendment No. 3 to the 1999 Plan.*	Exhibit 10.1 to Form 10-Q dated June 30, 2002, SEC File No. 1-12981.
10.23	Amendment No. 4 to the 1999 Plan.*	Exhibit 10.2 to Form 10-Q dated September 30, 2002, SEC File No. 1-12981.
10.24	Amendment No. 5 to the 1999 Plan.*	Exhibit 10.5 to Form 10-Q dated June 30, 2004, SEC File No. 1-12981.
10.25	Amendment No. 6 to the 1999 Plan.*	Exhibit 10.1 to Form 10-Q dated September 30, 2004, SEC File No. 1-12981.
10.26	Amendment No. 7 to the 1999 Plan.*	Exhibit 10.3 to Form 10-Q dated September 30, 2006, SEC File No. 1-12981.
10.27	2002 Stock Incentive Plan amended and restated as of April 25, 2005.*	Exhibit 10.1 to Form 10-Q dated March 31, 2007, SEC File No. 1-12981.
10.28	Form of amended and restated Restricted Stock Agreement between the Company and certain executives of the Company, dated October 24, 2007.*	Exhibit 10.9 to Form 10-Q dated September 30, 2007, SEC File No. 1-12981.
10.29	Amended and restated Receivables Sale Agreement dated as of May 31, 2007.	Exhibit 10.2 to Form 10-Q dated June 30, 2007, SEC File No. 1-12981.
10.30	Second Amended and restated Receivables Sale Agreement dated as of May 29, 2008.	Exhibit 10.1 to Form 10-Q dated June 30, 2008, SEC File No. 1-12981.



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<b>Exhibit Number</b>	<b>Description</b>	<b>Incorporated Herein by Reference to</b>
10.31	Credit Agreement dated as of September 17, 2001 and amended and restated as of October 6, 2006, among the Company, Various Lending Institutions, Bank of America, N.A., PNC Bank N.A., Suntrust Bank and Wachovia Bank, N.A., as Syndication Agents, and JP Morgan Chase Bank, N.A., as Administrative Agent (the Revolving Credit Agreement ).	Exhibit 10.1 to Form 10-Q dated September 30, 2006, SEC File No. 1-12981.
10.32	First Amendment to Revolving Credit Agreement, dated as of June 29, 2007.	Exhibit 10.1 to Form 10-Q dated June 30, 2007, SEC File No. 1-12981.
10.33	Note Purchase Agreement, dated as of August 30, 2007.	Exhibit 10.1 to Form 8-K dated September 5, 2007, SEC File No. 1-12981.
10.34	Note Purchase Agreement, dated as of September 17, 2008.	Exhibit 10.1 to Form 8-K dated September 19, 2008, SEC File No. 1-12981.
12	Statement regarding computation of ratio of earnings to fixed charges.**	
21	Subsidiaries of the Registrant.**	
23	Consent of Independent Registered Public Accounting Firm.**	
31.1	Certification of Chief Executive Officer, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**	
31.2	Certification of Chief Financial Officer, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**	
32.1	Certification of Chief Executive Officer, Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**	
32.2	Certification of Chief Financial Officer, Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**	
101.INS	XBRL Instance Document.	
101.SCH	XBRL Taxonomy Extension Schema Document.	
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.	
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.	
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.	
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.	

\* Management contract or compensatory plan required to be filed pursuant to Item 601 of Regulation S-K.

\*\* Filed with electronic submission.

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