

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1 to
Third Amended and Restated
Schedule 13D

Under the Securities Exchange Act of 1934

Carnival Corporation

(Name of Issuer)

Common Stock (\$.01 par value)

(Title of Class of Securities)

143658 10 2

(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)

May 18, 2000

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

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

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

CUSIP No. 143658 10 2

(1) Name 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
(a) _____ (b) X

(3) SEC Use Only

(4) Source of Funds 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 3,653,168
Shares Bene-

ficially (8) Shared Voting Power -0-
Owned by Each -----
Reporting (9) Sole Dispositive Power 3,653,168
Person With -----
(10) Shared Dispositive Power -0-

(11) Aggregate Amount Beneficially Owned by Each Reporting
Person 3,653,168

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

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

(14) Type of Reporting Person 00

CUSIP No. 143658 10 2

(1) Name 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
(a) _____ (b) X

(3) SEC Use Only

(4) Source of Funds 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 Reporting Person With	(7) Sole Voting Power	3,653,168
	(8) Shared Voting Power	-0-
	(9) Sole Dispositive Power	365,316
	(10) Shared Dispositive Power	3,287,852

(11) Aggregate Amount Beneficially Owned by Each Reporting
Person 3,653,168

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

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

(14) Type of Reporting Person C0

(1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
THE CONTINUED TRUST FOR MICKY ARISON

(2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

(3) SEC Use Only

(4) Source of Funds 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	1,959,010
Shares Bene-	(8) Shared Voting Power	-0-
ficially	(9) Sole Dispositive Power	1,959,010
Owned by Each	(10) Shared Dispositive Power	-0-
Reporting		
Person With		

(11) Aggregate Amount Beneficially Owned by Each Reporting
Person 1,959,010

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

(13) Percent of Class Represented by Amount in Row (11) 0.3%

(14) Type of Reporting Person 00

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
THE MICKY ARISON 1997 HOLDINGS TRUST

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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 | 4,682,708 |
| ficially | (9) Sole Dispositive Power | 4,682,708 |
| Owned by Each | (10) Shared Dispositive Power | -0- |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 4,682,708

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

- (13) Percent of Class Represented by Amount in Row (11) 0.8%

- (14) Type of Reporting Person 00

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
MA 1997 HOLDINGS, L.P.

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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 4,682,708
Owned by Each
Reporting (9) Sole Dispositive Power 4,682,708
Person With
(10) Shared Dispositive Power -0-

- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 4,682,708

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

- (13) Percent of Class Represented by Amount in Row (11) 0.8%

- (14) Type of Reporting Person PN

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
MA 1997 HOLDINGS, INC.

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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 | 4,682,708 |
| ficially | (9) Sole Dispositive Power | 4,682,708 |
| Owned by Each | (10) Shared Dispositive Power | -0- |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 4,682,708

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

- (13) Percent of Class Represented by Amount in Row (11) 0.8%

- (14) Type of Reporting Person C0

CUSIP No. 143658 10 2

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
THE MICKY ARISON 1994 "B" TRUST

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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 | 108,114,284 |
| Shares Bene- | (8) Shared Voting Power | -0- |
| ficially | (9) Sole Dispositive Power | 108,114,284 |
| Owned by Each | (10) Shared Dispositive Power | -0- |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 108,114,284

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

- (13) Percent of Class Represented by Amount in Row (11) 17.9%

- (14) Type of Reporting Person 00

(1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
MA 1994 B SHARES, L.P.

(2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

(3) SEC Use Only

(4) Source of Funds 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	108,114,284
Shares Bene-	(8) Shared Voting Power	-0-
ficially	(9) Sole Dispositive Power	108,114,284
Owned by Each	(10) Shared Dispositive Power	-0-
Reporting		
Person With		

(11) Aggregate Amount Beneficially Owned by Each Reporting
Person 108,114,284

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

(13) Percent of Class Represented by Amount in Row (11) 17.9%

(14) Type of Reporting Person PN

- (1) Name 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
 (a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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 | 108,114,284 |
| Shares Bene- | (8) Shared Voting Power | -0- |
| ficially | (9) Sole Dispositive Power | 108,114,284 |
| Owned by Each | (10) Shared Dispositive Power | -0- |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
 Person 108,114,284

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

- (13) Percent of Class Represented by Amount in Row (11) 17.9%

- (14) Type of Reporting Person CO

- (1) Name 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
 (a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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 | 127,724,677 |
| Shares Bene- | | ----- |
| ficially | (8) Shared Voting Power | 97,530,347 |
| Owned by Each | | ----- |
| Reporting | (9) Sole Dispositive Power | 127,784,677 |
| Person With | | ----- |
| | (10) Shared Dispositive Power | -0- |
| | | ----- |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
 Person 225,255,024

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

- (13) Percent of Class Represented by Amount in Row (11) 37.3%

- (14) Type of Reporting Person IN

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
THE SHARI ARISON IRREVOCABLE GUERNSEY TRUST

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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 Guernsey, Channel Islands

- | | | |
|---------------|-------------------------------|-----------|
| Number of | (7) Sole Voting Power | -0- |
| Shares Bene- | (8) Shared Voting Power | -0- |
| ficially | (9) Sole Dispositive Power | -0- |
| Owned by Each | (10) Shared Dispositive Power | 6,852,708 |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 6,852,708

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

- (13) Percent of Class Represented by Amount in Row (11) 1.1%

- (14) Type of Reporting Person 00

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
THE CONTINUED TRUST FOR SHARI ARISON DORSMAN

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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 | 4,000,000 |
| Shares Bene- | (8) Shared Voting Power | -0- |
| ficially | (9) Sole Dispositive Power | 4,000,000 |
| Owned by Each | (10) Shared Dispositive Power | 759,010 |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 4,759,010

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

- (13) Percent of Class Represented by Amount in Row (11) 0.8%

- (14) Type of Reporting Person 00

CUSIP No. 143658 10 2

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
THE TED ARISON 1994 IRREVOCABLE TRUST FOR SHARI NO. 1

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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 Jersey, Channel Islands

- | | | |
|---------------|-------------------------------|------------|
| Number of | (7) Sole Voting Power | -0- |
| Shares Bene- | (8) Shared Voting Power | -0- |
| ficially | (9) Sole Dispositive Power | -0- |
| Owned by Each | (10) Shared Dispositive Power | 76,787,525 |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 76,787,525

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

- (13) Percent of Class Represented by Amount in Row (11) 12.7%

- (14) Type of Reporting Person 00

- (1) Name 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
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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

- Number of (7) Sole Voting Power 6,000,000
Shares Bene-
ficially (8) Shared Voting Power -0-
Owned by Each
Reporting (9) Sole Dispositive Power -0-
Person With (10) Shared Dispositive Power 6,000,000

- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 6,000,000

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

- (13) Percent of Class Represented by Amount in Row (11) 1.0%

- (14) Type of Reporting Person IN

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
MARILYN B. ARISON

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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

- Number of (7) Sole Voting Power 1,032,440
Shares Bene-
ficially (8) Shared Voting Power -0-
Owned by Each
Reporting (9) Sole Dispositive Power 1,032,440
Person With (10) Shared Dispositive Power -0-

- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 1,032,440

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

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

- (14) Type of Reporting Person IN

- (1) Name 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
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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 11,400,728

(9) Sole Dispositive Power 4,682,708

(10) Shared Dispositive Power 6,718,018

- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 11,400,728

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

- (13) Percent of Class Represented by Amount in Row (11) 1.9%

- (14) Type of Reporting Person C0

- (1) Name 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
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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 30,085,716

 - (8) Shared Voting Power 104,248,367

 - (9) Sole Dispositive Power 4,682,708

 - (10) Shared Dispositive Power 136,504,081

- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 141,186,791

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

- (13) Percent of Class Represented by Amount in Row (11) 23.4%

- (14) Type of Reporting Person IN

CUSIP No. 143658 10 2

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
THE TED ARISON 1992 IRREVOCABLE TRUST FOR LIN NUMBER TWO

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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 | -0- |
| Shares Bene- | (8) Shared Voting Power | -0- |
| ficially | (9) Sole Dispositive Power | -0- |
| Owned by Each | (10) Shared Dispositive Power | 46,145,830 |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 46,145,830

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

- (13) Percent of Class Represented by Amount in Row (11) 7.6%

- (14) Type of Reporting Person 00

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
ARISON FOUNDATION, INC.

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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 250,000

(8) Shared Voting Power -0-

(9) Sole Dispositive Power 250,000

(10) Shared Dispositive Power -0-

- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 250,000

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

- (13) Percent of Class Represented by Amount in Row (11) 0.04%

- (14) Type of Reporting Person 00

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
THE ROYAL BANK OF SCOTLAND TRUST COMPANY (JERSEY) LIMITED

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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 | -0- |
| Shares Bene- | (8) Shared Voting Power | -0- |
| ficially | (9) Sole Dispositive Power | -0- |
| Owned by Each | (10) Shared Dispositive Power | 46,145,830 |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 46,145,830

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

- (13) Percent of Class Represented by Amount in Row (11) 7.6%

- (14) Type of Reporting Person C0

CUSIP No. 143658 10 2

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
CITITRUST (JERSEY) LIMITED

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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 Jersey, Channel Islands

- | | | |
|---------------|-------------------------------|------------|
| Number of | (7) Sole Voting Power | -0- |
| Shares Bene- | (8) Shared Voting Power | -0- |
| ficially | (9) Sole Dispositive Power | -0- |
| Owned by Each | (10) Shared Dispositive Power | 76,787,525 |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 76,787,525

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

- (13) Percent of Class Represented by Amount in Row (11) 12.7%

- (14) Type of Reporting Person C0

CUSIP No. 143658 10 2

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
JMD PROTECTOR, INC.

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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 | 92,847,639 |
| ficially | (9) Sole Dispositive Power | -0- |
| Owned by Each | (10) Shared Dispositive Power | 122,933,355 |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 122,933,355

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

- (13) Percent of Class Represented by Amount in Row (11) 20.3%

- (14) Type of Reporting Person C0

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
BALLUTA LIMITED

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds 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 Isle of Man

- Number of (7) Sole Voting Power -0-
Shares Bene-
ficially (8) Shared Voting Power -0-
Owned by Each
Reporting (9) Sole Dispositive Power -0-
Person With (10) Shared Dispositive Power 6,852,708

- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 6,852,708

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

- (13) Percent of Class Represented by Amount in Row (11) 1.1%

- (14) Type of Reporting Person 00

The Third Amended and Restated Statement on Schedule 13D, dated October 14, 1999, of the Estate of Ted Arison, TAMMS Investment Company, Limited Partnership, TAMMS Management Corporation, the Continued Trust for Micky Arison, the Micky Arison 1997 Holdings Trust, MA 1997 Holdings, L.P., MA 1997 Holdings, Inc., the Micky Arison 1994 "B" Trust, MA 1994 B Shares, L.P., MA 1994 B Shares, Inc., Micky Arison, the Continued Trust for Michael Arison, the Shari Arison Irrevocable Guernsey Trust, the Continued Trust for Shari Arison Dorsman, the Ted Arison 1994 Irrevocable Trust for Shari No. 1, Shari Arison, the Marilyn B. Arison Irrevocable Delaware Trust, MBA I, LLC, Marilyn B. Arison, A.H.W. Limited, TAF Management Company, Kentish Limited, Andrew H. Weinstein, Boaz Nahir, JMD Delaware, Inc. and James M. Dubin is hereby amended as follows:

1. Security and Issuer

This statement relates to the Common Stock, par value \$.01 per share (the "Common Stock"), of Carnival Corporation, a Panamanian corporation (the "Issuer"). The Issuer maintains its principal executive offices at 3655 N.W. 87th Avenue, Miami, Florida 33178-2428.

2. Identity and Background

Item 2 is hereby amended by the deletion thereto of paragraphs (a)(i), (a)(xvii), (a)(xviii), (a)(xx), (a)(xxi), (a)(xxii), (a)(xxiii) and (a)(xxiv).

Item 2 is hereby further amended by the addition to the definition of Reporting Persons in paragraph (a) of the following:

"(xxvii) Ted Arison 1992 Irrevocable Trust for Lin Number Two ("Lin Trust No. 2"); (xxviii) Arison Foundation, Inc. (the "Foundation"); (xxix) The Royal Bank of Scotland Trust Company (Jersey) Limited ("RBS"); (xxx) Cititrust (Jersey) Limited ("Cititrust"); (xxxi) JMD Protector, Inc. ("JMD Protector"); and (xxxii) Balluta Limited ("Balluta")."

Item 2 is hereby further amended by deleting the last sub-paragraph of paragraph (a), and replacing with the following:

"Micky Arison is the Chairman, Chief Executive Officer and a Director of the Issuer, President and Treasurer of TAMMS Corp. and beneficiary of the Micky Arison Continued Trust, the Micky Arison 1997 Trust and the B Trust. Shari Arison is a Director of the Issuer and the beneficiary of the Shari Arison Guernsey Trust, the Shari Arison Continued Trust and the Shari Arison Trust No. 1. Marilyn Arison is the beneficiary of the Lin Trust No. 2. Micky Arison and Shari Arison are the children of Ted Arison. Marilyn Arison is the widow of Ted Arison. James M. Dubin is the sole shareholder and an officer of JMD Delaware, the corporate trustee of the Micky Arison 1997 Trust, the B Trust, the Shari Arison

Continued Trust and the Micky Arison Continued Trust, the sole shareholder and an officer of JMD Protector, the corporate protector of the Lin Trust No. 2 and the Shari Arison Trust No. 1, and the sole shareholder of Balluta, the corporate trustee of the Shari Arison Guernsey Trust."

Item 2 is hereby further amended by the deletion thereto of paragraphs (b) and (c)(i).

Item 2 is hereby further amended by deleting paragraph (c)(iv) and replacing it with the following:

"The Micky Arison Continued Trust is a Delaware trust established for the benefit of Micky Arison. The business address of the Micky Arison Continued Trust is 1201 North Market Street, Wilmington, Delaware 19899-1347. The sole trustee of the Continued Trust for Micky Arison is JMD Delaware. The name, residence or business address and principal occupation or employment of each director, executive officer and controlling person of JMD Delaware are set forth in Item 2(c)(v)."

Item 2 is hereby further amended by the deletion thereto of paragraph (c)(xii).

Item 2 is hereby further amended by deleting the paragraph (c)(xiii), and replacing it with the following:

"The Shari Arison Guernsey Trust is a Guernsey trust established for the benefit of Shari Arison. The business address of the Shari Arison Guernsey Trust is c/o Barings (Guernsey) Limited, P.O. Box 71, Arnold House, St. Julian's Avenue, St. Peter Port, Guernsey, Channel Islands. The sole trustee of the Shari Arison Guernsey Trust is Balluta. The name, residence or business address and principal occupation or employment of each director, executive officer and controlling person of Balluta are as follows:

Name -----	Residence or Business Address -----	Principal Occupation or Employment -----
James M. Dubin	Paul, Weiss, Rifkind, Wharton & Garrison 1285 Avenue of the Americas New York, New York 10019	Attorney-at-Law at Paul, Weiss, Rifkind, Wharton & Garrison
Philip Peter Scales	St. James's Chambers, Athol Street, Douglas, Isle of Man, IM1 1JE	Managing Director and Chartered Secretary, Barings (Isle of Man) Limited

Alan Crowther

St. James's Chambers,
Athol Street, Douglas,
Isle of Man, IM1 1JE

Company Secretary,
Barings (Isle of Man)
Limited"

Item 2 is hereby further amended by deleting paragraph (c)(xiv) and replacing it with the following:

"The Shari Arison Continued Trust is a Delaware trust established for the benefit of Shari Arison. The business address of the Shari Arison Continued Trust is 1201 North Market Street, Wilmington, Delaware 19899-1347. The sole trustee of the Shari Arison Continued Trust is JMD Delaware. The name, residence or business address and principal occupation or employment of each director, executive officer and controlling person of JMD Delaware are set forth in Item 2(c)(v)."

Item 2 is hereby further amended by deleting paragraph (c)(xv) and replacing it with the following:

"The Shari Arison Trust No. 1 is a Jersey trust established for the benefit of Shari Arison. The address of the trust is c/o Cititrust (Jersey) Limited, P.O. Box 728, 38 Esplanade, St. Helier, Jersey, Channel Islands. The sole trustee of the trust is Cititrust, which is a company organized under the laws of Jersey, Channel Islands, the principal business of which is the provision of trustee company services. The sole trustee of the Shari Arison Trust No. 1 is Cititrust. The name, residence or business address and principal occupation or employment of each director, executive officer and controlling person of Cititrust are as follows:

Name ----	Residence or Business Address -----	Principal Occupation or Employment -----
Citibank N.A.	Citibank N.A. 399 Park Avenue, 15th Floor New York, New York, 10043	Controlling Person
Debbie Sebire	Cititrust (Jersey) Limited 38 Esplanade, St. Helier, Jersey, Channel Islands	Director
Janice Kearsey	Cititrust (Jersey) Limited 38 Esplanade, St. Helier, Jersey, Channel Islands	Director and Secretary
Anthony Daly	Cititrust (Jersey) Limited 38 Esplanade, St. Helier, Jersey, Channel Islands	Director

Clive Jones	Cititrust (Jersey) Limited 38 Esplanade, St. Helier, Jersey, Channel Islands	
Thomas Rilko	Cititrust (Jersey) Limited 38 Esplanade, St. Helier, Jersey, Channel Islands	Banker
D. Smith Freeman	Citibank N.A. 399 Park Avenue, 15th Floor New York, New York, 10043	Trust Officer"

Item 2 is hereby further amended by the deletion thereto of paragraphs (c)(xvii), (c)(xviii), (c)(xx), (c)(xxi), (c)(xxii), (c)(xxiii) and (c)(xxiv).

Item 2 is hereby further amended by deleting the paragraph (c)(xxvi) and replacing it with the following:

"James M. Dubin is a partner at the law firm of Paul, Weiss, Rifkind, Wharton & Garrison. Mr. Dubin is the sole stockholder of JMD Delaware, a Delaware corporation whose principal purpose is to serve as trustee for certain trusts established for the benefit of members of the Arison family, the sole stockholder of JMD Protector, a Delaware corporation whose principal purpose is to serve as protector for certain trusts established for the benefit of members of the Arison family, and the sole stockholder of Balluta, an Isle of Man corporation whose principal purpose is to serve as trustee for certain trusts established for the benefit of members of the Arison family. Mr. Dubin's business address is Paul, Weiss, Rifkind, Wharton & Garrison, 1285 Avenue of the Americas, New York, New York 10019-6064."

Item 2 is further amended by the addition thereto of the following:

"(c)(xxvii) Lin Trust No. 2 is a Jersey trust established for the benefit of Marilyn B. Arison. The address of the trust is c/o The Royal Bank of Scotland Trust Company (Jersey) Limited, P.O. Box 298, St. Helier, Jersey, Channels Islands. The sole trustee of the trust is RBS, which is a company organized under the laws of Jersey, Channels Islands, the principal business of which is the provision of trustee company services. The name, residence or business address and principal occupation or employment of each director, executive officer and controlling person of RBS are as follows:

Name -----	Residence or Business Address -----	Principal Occupation or Employment -----
The Royal Bank of Scotland plc.	Royal Bank House, P.O. Box 64, 71 Bath Street, St. Helier Jersey, Channel Islands	Controlling Person
James Downie Paton	Royal Bank House, P.O. Box 64, 71 Bath Street, St. Helier Jersey, Channel Islands	Director
Kathryn Anne Winup	Royal Bank House, P.O. Box 64, 71 Bath Street, St. Helier Jersey, Channel Islands	Director
Duncan Baxter	Waverley House, 59-63 Bath Street, St. Helier Jersey, Channel Islands	Director
Timothy Paul Renault	Waverley House, 59-63 Bath Street, St. Helier Jersey, Channel Islands	Director
Barry Derek Poole	Waverley House, 59-63 Bath Street, St. Helier Jersey, Channel Islands	Director
David Michael William Ballingall	Waverley House, 59-63 Bath Street, St. Helier Jersey, Channel Islands	Director
Laurent Thebault	Waverley House, 59-63 Bath Street, St. Helier Jersey, Channel Islands	Director

(c)(xxviii) The Foundation is a private charitable foundation organized under the laws of the State of Florida, established by Ted Arison, for the benefit of certain charities. The business address of the Foundation is 3655 N.W. 87th Avenue, 8th Floor, Miami, Florida 33178-2428. The name, residence or business address and principal occupation or employment of each trustee, executive officer and controlling person of the Foundation are as follows:

Name -----	Residence or Business Address -----	Principal Occupation or Employment -----
Shari Arison Dorsman	Marcaz Golda, 23 Shaul Hamelech Boulevard, Tel- Aviv 64367 Israel	Chairman of the Board of Trustees, Secretary and Treasurer of the Foundation
Marilyn Arison	Marcaz Golda, 23 Shaul Hamelech Boulevard, Tel- Aviv 64367 Israel	Trustee of the Foundation
Madeleine Arison	3655 N.W. 87th Avenue Miami, FL 33178-2428	Trustee of the Foundation
Micky Arison	3655 N.W. 87th Avenue Miami, FL 33178-2428	Chairman of the Board and Chief Executive Officer of the Issuer
Jason Arison	3655 N.W. 87th Avenue Miami, FL 33178-2428	Trustee of the Foundation
Shalom C. Escott	3655 N.W. 87th Avenue Miami, FL 33178-2428	President of the Foundation
Arnaldo Perez	3655 N.W. 87th Avenue Miami, FL 33178-2428	General Counsel of the Issuer, Vice-President and Assistant Secretary of the Foundation

(c)(xxix) RBS is a Jersey corporation the principal business of which is to carry on the business of a trustee company generally. The address of RBS is The Royal Bank of Scotland Trust Company (Jersey) Limited, P.O. Box 298, St. Helier, Jersey, Channels Islands. The name, residence or business address and principal occupation or employment of each director, executive officer and controlling person of RBS are set forth in Item 2(c)(xxviii).

(c)(xxx) Cititrust is a Jersey corporation the principal business of which is to carry on the business of a trustee company generally. The address of Cititrust is Cititrust (Jersey) Limited, P.O. Box 728, 38 Esplanade, St. Helier, Jersey, Channel Islands. The name, residence or business address and principal occupation or employment of each director, executive officer and controlling person of RBS are set forth in Item 2(c)(xv).

(c)(xxxi) JMD Protector is a Delaware corporation, the principal business of which is to serve as a protector of certain trusts. The address of the corporation is c/o Paul, Weiss, Rifkind, Wharton & Garrison, 1285 Avenue of the Americas, 10019-6064. The corporation is the protector of the Shari Arison

Guernsey Trust, Shari Arison Trust No. 1 and Lin Trust No. 2 and has certain voting and dispositive rights with respect to the Common Stock held by such trusts. The name, residence or business address and principal occupation or employment of each director, executive officer and controlling person of JMD Protector are as follows:

Name -----	Residence or Business Address -----	Principal Occupation or Employment -----
James M. Dubin	Paul, Weiss, Rifkind, Wharton & Garrison 1285 Avenue of the Americas New York, New York 10019	Attorney-at-Law at Paul, Weiss, Rifkind, Wharton & Garrison
Jonathan R. Bell	Paul, Weiss, Rifkind, Wharton & Garrison 1285 Avenue of the Americas New York, New York 10019	Attorney-at-Law at Paul, Weiss, Rifkind, Wharton & Garrison
Eric Goodison	Paul, Weiss, Rifkind, Wharton & Garrison 1285 Avenue of the Americas New York, New York 10019	Attorney-at-Law at Paul, Weiss, Rifkind, Wharton & Garrison

(c)(xxxii) Balluta is an Isle of Man Corporation, the principal business of which is to serve as a protector of certain trusts established for the benefit of members of the Arison family. The address of the corporation is St. James Chambers, Athol Street, Douglas, Isle of Man. The name, residence or business address and principal occupation or employment of each director, executive officer and controlling person of Balluta are set forth in Item 2(c)(xiii)."

Item 2 is hereby further amended by deleting paragraph (f), and replacing it with the following:

"The natural persons who are Reporting Persons or officers, directors or controlling persons of the Reporting Persons have the following citizenship:

Madeleine Arison, Marilyn Arison, Micky Arison, Jonathan R. Bell, James M. Dubin, Henry Eckstein, Eric Goodison, Denison H. Hatch, Jr., Johannes R. Krahmer, Thomas R. Pulsifer, D. Smith Freeman, Walter C. Tuthill and Arnaldo Perez: United States;

Shari Arison and Jason Arison: Israel and United States;

Shalom Escott: Israel; and

David Michael William Ballingall, Duncan Baxter, Alan Crowther, Anthony Daly, Janice Kearsey, Clive Jones, James Downie Paton, Barry Derek Poole, Timothy Paul Renault, Philip Peter Scales, Debbie Sebire, Laurent Thebault and Kathryn Anne Winup: British."

Item 4. Purpose of Transaction.

Item 4 is hereby amended by the addition thereto of the following:

"Since the last report and following an application to the Court of Family Matters, Tel-Aviv, Israel, substantially all the shares of Common Stock held by the Estate of Ted Arison have been distributed to the Lin Trust No. 2, the Shari Arison Trust No. 1 and the 1997 Irrevocable Trust for Micky Arison, as set forth in the will of Ted Arison, dated July 8, 1999. Following such distribution, the estate of Ted Arison has been terminated and Andrew H. Weinstein and Boaz Nahir have been discharged as the estate's executors.

In addition, TAF Management Company has ceased to be the trustee of the Shari Arison Continued Trust and the Micky Arison Continued Trust. JMD Delaware is now the trustee of these trusts. A.H.W. Limited has ceased to be the trustee of the Shari Arison Guernsey Trust. Balluta is now the trustee of this trust.

Kentish Limited has ceased to be the protector for the Lin Trust No. 2 and the Shari Arison Trust No. 1. JMD Protector is now the protector for these trusts.

As a result, the Marilyn B. Arison Irrevocable Delaware Trust, MBA I, LLC, the Continued Trust for Michael Arison, TAF Management Company, A.H.W. Limited, Kentish Limited, Andrew H. Weinstein and Boaz Nahir are no longer Reporting Persons.

The Shari Arison Irrevocable Trust has made a gift of 250,000 shares of Common Stock to the Foundation.

Micky Arison has been granted an additional 60,000 shares of Common Stock pursuant to the Issuer's 1993 Restricted Stock Plan and his long-term compensation agreement. Mr. Arison contributed such shares of Common Stock to MA 1997, L.P.

None of the Reporting Persons have any current plans to change the management or operations of the Issuer."

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended by the deletion thereto of the first paragraph.

Item 5 is hereby further amended by deleting the fifth, sixth and seventh paragraphs and replacing them with the following:

"The Micky Arison 1997 Trust beneficially owns 4,682,708 shares of Common Stock (approximately 0.8% of the total number of shares reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending August 31, 1999 to be outstanding as of October 14, 1999), by virtue of being the sole stockholder of MA 1997, Inc. The Micky Arison 1997 Trust has shared voting power and sole dispositive power with respect to all such shares of Common Stock.

MA 1997, L.P. beneficially owns 4,682,708 shares of Common Stock (approximately 0.8% of the total number of shares reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending August 31, 1999 to be outstanding as of October 14, 1999), all of which it holds directly. MA 1997, L.P. has shared voting and sole dispositive power with respect to all such shares of Common Stock that it holds directly.

MA 1997, Inc. beneficially owns 4,682,708 shares of Common Stock (approximately 0.8% of the total number of shares reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending August 31, 1999 to be outstanding as of October 14, 1999), by virtue of being the general partner of MA 1997, L.P. MA 1997, Inc. has shared voting and sole dispositive power with respect to all such shares of Common Stock."

Item 5 is hereby further amended by deleting the eleventh paragraph and replacing it with the following:

"Micky Arison beneficially owns an aggregate of 225,255,024 shares of Common Stock (approximately 37.3% of the total number of shares reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending February 29, 2000 to be outstanding as of April 11, 2000), 2,072,000 shares of which are underlying vested options which he holds directly, 4,682,708 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 Micky Arison 1997 Trust, 108,114,284 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 B Trust and 110,386,032 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. Micky Arison shares voting power with respect to the 46,145,830 shares of Common Stock held by the Lin Trust No. 2 and with respect to the Shari Arison Trust No. 1. Micky Arison has sole voting and dispositive power with respect to the 17,538,393 shares of Common Stock

held by the 1997 Irrevocable Trust for Micky Arison. Micky Arison shares voting and has sole dispositive power with respect to the 4,682,708 shares of Common Stock indirectly held by the Micky Arison 1997 Trust and has sole voting and dispositive power with respect to the 108,114,284 shares of Common Stock indirectly held by the B Trust."

Item 5 is hereby further amended by the deletion thereto of its thirteenth paragraph.

Item 5 is hereby further amended by deleting the fourteenth paragraph and replacing it with the following:

"The Shari Arison Guernsey Trust beneficially owns an aggregate of 6,852,708 shares of Common Stock (approximately 1.1% of the total number of shares reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending February 29, 2000, to be outstanding as of April 11, 2000), 5,750,000 of which it owns directly and 1,102,708 of which it holds beneficially by virtue of its interest in TAMMS L.P. The Shari Arison Guernsey Trust has shared dispositive power over all such shares of Common Stock."

Item 5 is hereby further amended by deleting the sixteenth paragraph and replacing it with the following:

"The Shari Arison Trust No. 1 beneficially owns the 76,787,525 shares of Common Stock for which it exercises shared dispositive power (approximately 12.7% of the total number of shares reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending February 29, 2000, to be outstanding as of April 11, 2000). JMD Protector is the protector of the Shari Arison Trust No. 1 and pursuant to the terms of the trust instrument for such trust shares voting and dispositive power with respect of the 76,787,525 shares of Common Stock held by it. Accordingly, JMD Protector may be deemed to beneficially own such shares for which it exercises shared voting and dispositive power. JMD Protector disclaims beneficial ownership of such shares."

Item 5 is hereby further amended by the deletion thereto of its eighteenth, nineteenth, twenty-first, twenty-second, twenty-third and twenty-fourth paragraphs.

Item 5 is hereby further amended by deleting the twenty-fifth and twenty-sixth paragraphs and replacing them with the following:

"JMD Delaware beneficially owns an aggregate of 11,400,728 shares of Common Stock (approximately 1.9% of the total number of shares reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending February 29, 2000 to be outstanding as of April 11, 2000), by virtue of being the trustee of the 1997 MA Trust, the Shari Arison Continued Trust and the Micky Arison Continued Trust.

JMD Delaware has shared voting and sole dispositive power with respect to the shares of Common Stock indirectly held by the Micky Arison 1997 Trust. JMD Delaware shares voting and dispositive power with respect to the shares of Common Stock held by the Shari Arison Continued Trust and the Micky Arison Continued Trust. Accordingly, JMD Delaware may be deemed to beneficially own such shares for which it exercises voting and dispositive power. JMD Delaware disclaims beneficial ownership of all such shares.

James M. Dubin beneficially owns an aggregate of 141,186,791 shares of Common Stock (approximately 23.4% of the total number of shares reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending February 29, 2000, to be outstanding as of April 11, 2000), by virtue of being the sole shareholder of JMD Delaware, JMD Protector and Balluta. Mr. Dubin has shared voting and sole dispositive power with respect to the shares of Common Stock indirectly held by the Micky Arison 1997 Trust. Mr. Dubin shares voting and dispositive power with respect to the shares of Common Stock held by the Shari Arison Continued Trust, the Micky Arison Continued Trust, the Shari Arison Trust No. 1, the Lin Trust No. 2 and the Shari Arison Guernsey Trust. Accordingly, Mr. Dubin may be deemed to beneficially own such shares for which he exercises voting and dispositive power. Mr. Dubin disclaims beneficial ownership of all such shares.

The Lin Trust No. 2 beneficially owns the 46,145,830 shares of Common Stock for which it exercises shared dispositive power (approximately 7.6% of the total number of shares reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending February 29, 2000 to be outstanding as of April 11, 2000). JMD Protector is the protector of the Lin Trust No. 2 and pursuant to the terms of the trust instrument for such trust has sole voting and shared dispositive power with respect to the 46,145,830 shares of Common Stock held by it. Accordingly, JMD Protector may be deemed to beneficially own such shares for which it exercises sole voting and shared dispositive power. JMD Protector disclaims beneficial ownership of such shares.

The Foundation beneficially owns the 250,000 shares of Common Stock for which it exercises sole voting and dispositive power (approximately 0.04% of the total number of shares reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending February 29, 2000 to be outstanding as of April 11, 2000).

RBS beneficially owns 46,145,830 shares of Common Stock (approximately 7.6% of the total number of shares reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending February 29, 2000 to be outstanding as of April 11, 2000), by virtue of being the trustee of the Lin Trust No. 2. RBS has shared dispositive power with respect to the shares of Common Stock held by the Lin Trust No. 2. Accordingly, RBS may be deemed to beneficially own such shares for which it exercises shared dispositive power. RBS disclaims beneficial ownership of such shares.

Cititrust beneficially owns 76,787,525 shares of Common Stock (approximately 12.7% of the total number of shares reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending February 29, 2000 to be outstanding as of April 11, 2000), by virtue of being the trustee of the Shari Arison Trust No. 1. Cititrust has shared dispositive power with respect to the shares of Common Stock held by the Shari Arison Trust No. 1. Accordingly, Cititrust may be deemed to beneficially own such shares for which it exercises shared dispositive power. Cititrust disclaims beneficial ownership of such shares.

JMD Protector beneficially owns an aggregate of 122,933,355 shares of Common Stock (approximately 20.3% of the total number of shares reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending February 29, 2000 to be outstanding as of April 11, 2000), by virtue of being the protector of the Shari Arison Trust No. 1 and the Lin Trust No. 2. JMD Protector shares voting and dispositive power with respect to the shares of Common Stock held by the Shari Arison Trust No. 1 and the Lin Trust No. 2. Accordingly, JMD Protector may be deemed to beneficially own such shares for which it exercises shared voting and dispositive power. JMD Protector disclaims beneficial ownership of all such shares.

Balluta beneficially owns 6,852,708 shares of Common Stock (approximately 1.1% of the total number of shares reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending February 29, 2000, to be outstanding as of April 11, 2000), by virtue of being the trustee of the Shari Arison Guernsey Trust. Balluta shares dispositive power with respect to the 5,750,000 shares of Common Stock directly held by the Shari Arison Guernsey Trust and with respect to 1,102,708 shares of Common Stock held by TAMMS L.P. Accordingly, Balluta may be deemed to beneficially own such shares for which it exercises shared dispositive power. Balluta disclaims beneficial ownership of such shares."

Item 5 is hereby further amended by deleting the twenty-seventh paragraph and replacing it with the following:

"The Reporting Persons, as a group, beneficially own an aggregate of 265,756,740 shares of Common Stock (approximately 44.0% of the total number of shares reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending February 29, 2000, to be outstanding as of April 11, 2000). The Reporting Persons, as a group, have sole voting and dispositive power over all such shares of Common Stock."

Item 7. Material to be Filed as Exhibits

Exhibit 13 Joint Filing Agreement, dated as of May 22, 2000, among TAMMS L.P., TAMMS Corp., the Micky Arison Continued Trust, the Micky Arison 1997 Trust, MA 1997, L.P., MA 1997, Inc., the B Trust, B Shares, L.P., B Shares, Inc., Micky Arison, the Shari Arison Irrevocable Trust, the Shari Arison Continued Trust, the Shari Arison

Trust No. 1, Shari Arison, Marilyn B. Arison, JMD Delaware,
James M. Dubin, the Lin Trust No. 2, the Foundation, RBS,
Cititrust, JMD Protector and Balluta.

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: May 22, 2000

TAMMS INVESTMENT COMPANY,
LIMITED PARTNERSHIP

By: TAMMS MANAGEMENT
CORPORATION, MANAGING
GENERAL PARTNER

By: /s/ Micky Arison

Micky Arison, President

TAMMS MANAGEMENT
CORPORATION

By: /s/ Micky Arison

Micky Arison, President

CONTINUED TRUST FOR MICKY
ARISON, JMD DELAWARE, INC.,
TRUSTEE

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary of Corporate Trustee

MICKY ARISON 1997 HOLDINGS
TRUST, JMD DELAWARE, INC.,
TRUSTEE

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary of Corporate Trustee

MA 1997 HOLDINGS, L.P., MA 1997
HOLDINGS, INC., GENERAL
PARTNER

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr., Secretary

MA 1997 HOLDINGS, INC.

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr, Secretary

MICKY ARISON 1994 "B" TRUST,
JMD DELAWARE, INC., TRUSTEE

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary of Corporate Trustee

MA 1994 B SHARES, L.P., MA 1994 B
SHARES, INC., GENERAL PARTNER

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary

MA 1994 B SHARES, INC.

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary

/s/ Micky Arison

Micky Arison

SHARI ARISON IRREVOCABLE
GUERNSEY TRUST, BALLUTA
LIMITED, TRUSTEE

By: /s/ Philip Scales

Philip Scales

CONTINUED TRUST FOR SHARI
ARISON DORSMAN, JMD
DELAWARE, INC., TRUSTEE

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary of Corporate Trustee

TED ARISON 1994 IRREVOCABLE
TRUST FOR SHARI NO. 1,
CITITRUST (JERSEY) LIMITED,
TRUSTEE

By: /s/ Debbie Sebire

Debbie Sebire, Director

/s/ Shari Arison

Shari Arison

/s/ Marilyn B. Arison

Marilyn B. Arison

JMD DELAWARE, INC.

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary

/s/ James M. Dubin

James M. Dubin

1992 IRREVOCABLE TRUST FOR LIN
NUMBER TWO, THE ROYAL BANK
OF SCOTLAND TRUST COMPANY
(JERSEY) LIMITED, TRUSTEE

By: /s/ David Ballingall

David Ballingall

By: /s/ Timothy Renault

Timothy Renault

ARISON FOUNDATION, INC.

By: /s/ Arnaldo Perez

Arnaldo Perez

THE ROYAL BANK OF SCOTLAND
TRUST COMPANY (JERSEY)
LIMITED

By: /s/ David Ballingall

David Ballingall

By: /s/ Timothy Renault

Timothy Renault

CITITRUST (JERSEY) LIMITED

By: /s/ Debbie Sebire

Debbie Sebire, Director

JMD PROTECTOR, INC.

By: /s/ James Dubin

James M. Dubin
President, Director

BALLUTA LIMITED

By: /s/ Philip Scales

Philip Scales

INDEX TO EXHIBITS

Exhibits

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Joint Filing Agreement, dated as of May 22, 2000, among TAMMS L.P., TAMMS Corp., the Micky Arison Continued Trust, the Micky Arison 1997 Trust, MA 1997, L.P., MA 1997, Inc., the B Trust, B Shares, L.P., B Shares, Inc, Micky Arison, the Shari Arison Irrevocable Trust, the Shari Arison Continued Trust, the Shari Arison Trust No. 1, Shari Arison, Marilyn B. Arison, JMD Delaware, James M. Dubin, Ted Arison 1992 Irrevocable Trust for Lin Number Two, Arison Foundation, Inc., The Royal Bank of Scotland Trust Company (Jersey) Limited, Cititrust (Jersey) Limited, JMD Protector, Inc. and Balluta Limited.

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 an amendment or amendments to the Third Amended and Restated Joint Statement on Schedule 13D, dated November 19, 1999. 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 this 22nd day of May, 2000.

TAMMS INVESTMENT COMPANY,
LIMITED PARTNERSHIP

MA 1997 HOLDINGS, L.P., MA 1997
HOLDINGS, INC., GENERAL
PARTNER

By: TAMMS MANAGEMENT
CORPORATION, MANAGING
GENERAL PARTNER

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr., Secretary

By: /s/ Micky Arison

Micky Arison, President

MA 1997 HOLDINGS, INC.

TAMMS MANAGEMENT
CORPORATION

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr, Secretary

By: /s/ Micky Arison

Micky Arison, President

MICKY ARISON 1994 "B" TRUST,
JMD DELAWARE, INC., TRUSTEE

CONTINUED TRUST FOR MICKY
ARISON, JMD DELAWARE, INC.,
TRUSTEE

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary of Corporate Trustee

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary of Corporate Trustee

MICKY ARISON 1997 HOLDINGS
TRUST, JMD DELAWARE, INC.,
TRUSTEE

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary of Corporate Trustee

MA 1994 B SHARES, L.P., MA 1994 B
SHARES, INC., GENERAL PARTNER

JMD DELAWARE, INC.

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary

MA 1994 B SHARES, INC.

/s/ James M. Dubin

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary

James M. Dubin

/s/ Micky Arison

Micky Arison

1992 IRREVOCABLE TRUST FOR LIN
NUMBER TWO, THE ROYAL BANK
OF SCOTLAND TRUST COMPANY
(JERSEY) LIMITED, TRUSTEE

By: /s/ David Ballingall

David Ballingall

SHARI ARISON IRREVOCABLE
GUERNSEY TRUST, BALLUTA
LIMITED, TRUSTEE

By: /s/ Timothy Renault

Timothy Renault

By: /s/ Philip Scales

Philip Scales

ARISON FOUNDATION, INC.

CONTINUED TRUST FOR SHARI
ARISON DORSMAN, JMD
DELAWARE, INC., TRUSTEE

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary of Corporate Trustee

TED ARISON 1994 IRREVOCABLE
TRUST FOR SHARI NO. 1,
CITITRUST (JERSEY) LIMITED,
TRUSTEE

By: /s/ Debbie Sebire

Debbie Sebire, Director

/s/ Shari Arison

- - - - -
Shari Arison

/s/ Marilyn B. Arison

- - - - -
Marilyn B. Arison

By: /s/ Arnaldo Perez

Arnaldo Perez

THE ROYAL BANK OF SCOTLAND
TRUST COMPANY (JERSEY)
LIMITED

By: /s/ David Ballingall

David Ballingall

By: /s/ Timothy Renault

Timothy Renault

CITITRUST (JERSEY) LIMITED

By: /s/ Debbie Sebire

Debbie Sebire, Director

JMD PROTECTOR, INC.

By: /s/ James Dubin

James M. Dubin
President, Director

BALLUTA LIMITED

By: /s/ Philip Scales

Philip Scales