

Fain Richard D
Form 4
February 12, 2009

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fain Richard D

2. Issuer Name **and** Ticker or Trading
Symbol
ROYAL CARIBBEAN CRUISES
LTD [RCL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ROYAL CARIBBEAN CRUISES
LTD, 1050 CARIBBEAN WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2009

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chairman & CEO

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

MIAMI, FL 33132

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------------|---|---|---|---|--|---|---|-----------------------------|
| | | | Code | V | Amount (2) | (A) or (D) | Price (3) | |
| Common Stock (1) | 02/10/2009 | | A | | 295,428 | A | \$ 0 | |
| | | | | | (2) | | (3) | |
| Common Stock | | | | | | | 1,243,903 (4) | D |
| Common Stock | | | | | | | 247 | I |
| | | | | | | | | By Daughter (5) |
| Common Stock | | | | | | | 571,412 | I |
| | | | | | | | | See Footnotes (5) (6) |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | |
|--|---|---|---|---|---|--|-----|---|--------------------|-----------------|--------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount o Number o Shares |
| Option to Purchase Common Stock ⁽⁷⁾ | \$ 7.265 <u>(8)</u> | 02/10/2009 | | A | | 13,764 | | <u>(9)</u> | 02/10/2019 | Common Stock | 13,764 |
| Option to Purchase Common Stock ⁽¹¹⁾ | \$ 7.265 <u>(8)</u> | 02/10/2009 | | A | | 190,808 | | <u>(12)</u> | 02/10/2019 | Common Stock | 190,808 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fain Richard D ROYAL CARIBBEAN CRUISES LTD 1050 CARIBBEAN WAY MIAMI, FL 33132 | X | | Chairman & CEO | |

Signatures

/s/ Richard Montes de Oca, Attorney-in-Fact for Richard D.
Fain

02/12/2009

 Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reporting person was granted restricted stock units under the Royal Caribbean Cruises Ltd. 2008 Equity Incentive Plan.
- (2) Represents the maximum number of shares of common stock underlying the restricted stock units, which vest as follows: 73,857 on each of 2/10/2010, 2/10/2011, 2/10/2012 and 2/10/2013.
- (3)

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The restricted stock units were granted to the reporting person without payment thereof as compensation for serving as an executive officer of the issuer.

Includes those shares previously held by a trust established for the benefit of the Reporting Person in connection with the Reporting Person's employment with the Issuer. The trust was modified on January 12, 2009 to provide for the distribution of such shares to the Reporting Person.

- (5) The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- (6) Shares owned by Monument Capital Corporation as nominee for various trusts primarily for the benefit of certain members of the Fain family.
- (7) The reporting person was granted the incentive stock option under the Royal Caribbean Cruises Ltd. 2008 Equity Incentive Plan.
- (8) Represents the average of the high and low prices for the issuer's common stock on the NYSE on 2/10/2009.
- (9) The option is exercisable as follows: 3,441 on each of 2/10/2010, 2/10/2011, 2/10/2012 and 2/10/2013.
- (10) The option was granted without payment thereof as compensation for serving as an executive officer of the issuer.
- (11) The reporting person was granted the nonqualified stock option under the Royal Caribbean Cruises Ltd. 2008 Equity Incentive Plan.
- (12) The option is exercisable as follows: 47,702 on each of 2/10/2010, 2/10/2011, 2/10/2012 and 2/10/2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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