Edgar Filing: Fain Richard D - Form 4

Fain Richard Form 4	D										
February 15,	2012										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								т	OMB APPROVAL		
Washington, D.C. 20549							OMB Number:	3235-0287			
	Check this box if no longer							Expires:	January 31, 2005		
subject to Section 1 Form 4 or Form 5		F CHANGES IN BENEFICIAL OW SECURITIES					Estimated burden hor response	average urs per			
obligation may cont <i>See</i> Instru 1(b).	ns Section 17	(a) of the	Public U		ling Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	on		
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> 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			3. Date of Earliest Transaction (Month/Day/Year) 02/15/2012					X Director 10% Owner X Officer (give title Other (specify below) Chairman & CEO			
LTD., 1050	CARIBBEAN V	VAY									
			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
		(7.)						Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	ecuri	ties Acc	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		on Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A)				Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	02/15/2012			Code V A	Amount 53,848 (1)	or (D) A	Price \$ 0 (2)	(Instr. 3 and 4) 1,287,446	D		
Common Stock								421,412	I	See Footnotes (3) (4)	

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

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 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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	Х		Chairman & CEO				
Signatures							
Carrie Levine, Attorney-in-Fact for Richard D. Fain	1	02/15/2012	2				
**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) Represents shares of common stock underlying restricted stock units granted to the reporting person under the Royal Caribbean Cruises Ltd. 2008 Equity Incentive Plan. Award vests in four equal annual installments commencing on the first anniversary of the grant date.
- (2) Granted in consideration for service as an executive officer of the issuer.
- (3) The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- (4) Shares owned by Monument Capital Corporation as nominee for various trusts primarily for the benefit of certain members of the Fain family.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.