

ROYAL CARIBBEAN CRUISES LTD

Form 4

February 06, 2007

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

OMB
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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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2007

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chairman and CEO

C/O ROYAL CARIBBEAN
CRUISES LTD., 1050 CARIBBEAN
WAY

(Street)

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
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 (A) 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) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common Stock ⁽¹⁾ | 02/01/2007 | | A | Amount 45,535 ⁽²⁾ | (A) or (D) A Price \$ 0 ⁽³⁾ | 116,823 | D |
| Common Stock | | | | | 247 | I | By Daughter |
| Common Stock | | | | | 687,330 | I | By Trust |
| Common Stock | | | | | 571,412 | I | See footnote ⁽⁴⁾ |

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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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|---|---|---|--|--|--|-------------------------------------|
| Option to Purchase Common Stock ⁽⁵⁾ | \$ 45.295 ⁽⁶⁾ | 02/01/2007 | | A | 52,247 | 02/01/2008 ⁽⁷⁾ 02/01/2017 | Common Stock | 52,247 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Fain Richard D
C/O ROYAL CARIBBEAN CRUISES LTD.
1050 CARIBBEAN WAY
MIAMI, FL 33132

Chairman and CEO

Signatures

/s/ Bradley H. Stein,
Attorney-in-Fact 02/05/2007

 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. 2000 Stock Award Plan.
- (2) Represents the maximum number of shares of common stock underlying the restricted stock units, which vest as follows: 11,384 on each of 2/1/2008, 2/1/2009 and 2/1/2010, and 11,383 on 2/1/2011.
- (3) The restricted stock units were granted to the reporting person without payment thereof as compensation for serving as an executive officer of the issuer.

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- (4) Shares owned by Monument Capital Corporation as nominee for various trusts primarily for the benefit of certain members of the Fain family.
- (5) The reporting person was granted the option under the Royal Caribbean Cruises Ltd. 2000 Stock Award Plan.
- (6) Represents the average of the high and low price of issuer's common stock on the NYSE on 02/01/2007.
- (7) The option is exercisable as follows: 13,062 on each of 2/1/2008, 2/1/2009 and 2/1/2010, and 13,061 on 2/1/2011.
- (8) The option was granted without payment thereof as compensation for serving as an executive officer of the issuer.

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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