ROYAL CARIBBEAN CRUISES LTD Form SC 13G/A

March 08, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Schedule 13G
Under the Securities Exchange Act of 1934
(Amendment)
ROYAL CARIBBEAN CRUISES LTD
(Name of Issuer)
Common Stock
(Title of Class of Securities)
V7780T103
(CUSIP Number)
February 28, 2006
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[X] Rule 13d-1(b)

*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 the disclosures provided in a prior page.

The information required in 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).

| CUSI | IP No. | V7780T103 | |
|------|-----------------------|--|---|
| (1) | | eporting Persons. Identification Nos. of above persons (entities only). | |
| | | S GLOBAL INVESTORS, NA., 943112180 | |
| (a) | | ppropriate box if a member of a Group* | |
| (3) | SEC Use Only | У | |
| (4) | Citizenship U.S.A. | or Place of Organization | |
| | | | _ |

| Number of Shares Beneficially Owned | (5) Sole Voting Power 16,020,160 |
|--|---|
| by Each Reporting Person With | (6) Shared Voting Power |
| | (7) Sole Dispositive Power 17,486,419 |
| | (8) Shared Dispositive Power - |
| (9) Aggregate Amount Beneficially Owned by 17,486,419 | Each Reporting Person |
| (10) Check Box if the Aggregate Amount in R | cow (9) Excludes Certain Shares* |
| (11) Percent of Class Represented by Amount 8.29% | in Row (9) |
| (12) Type of Reporting Person* BK | |
| | |
| CUSIP No. V7780T103 | |
| <pre>(1) Names of Reporting Persons. I.R.S. Identification Nos. of above BARCLAYS GLOBAL FUND ADVISORS</pre> | persons (entities only). |
| <pre>(2) Check the appropriate box if a member c (a) / / (b) /X/</pre> | of a Group* |
| (3) SEC Use Only | |
| (4) Citizenship or Place of Organization U.S.A. | |
| Number of Shares Beneficially Owned | (5) Sole Voting Power 308,429 |
| by Each Reporting Person With | (6) Shared Voting Power |
| | (7) Sole Dispositive Power 308,429 |
| | <pre>(8) Shared Dispositive Power _</pre> |
| (9) Aggregate Amount Beneficially Owned by 308,429 | Each Reporting Person |
| (10) Check Box if the Aggregate Amount in R | ow (9) Excludes Certain Shares* |

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|--|---|
| <pre>(11) Percent of Class Represented by Am 0.15%</pre> | nount in Row (9) |
| (12) Type of Reporting Person* IA | |
| CUSIP No. V7780T103 | |
| (1) Names of Reporting Persons. I.R.S. Identification Nos. of a | above persons (entities only). |
| BARCLAYS GLOBAL INVESTORS, LTD | |
| <pre>(2) Check the appropriate box if a memb (a) / / (b) /X/</pre> | per of a Group* |
| (3) SEC Use Only | |
| (4) Citizenship or Place of Organizatic England | n |
| Number of Shares Beneficially Owned by Each Reporting | (5) Sole Voting Power 3,266,618 |
| Person With | (6) Shared Voting Power - |
| | (7) Sole Dispositive Power 3,322,137 |
| | (8) Shared Dispositive Power - |
| (9) Aggregate 3,322,137 | |
| (10) Check Box if the Aggregate Amount | in Row (9) Excludes Certain Shares* |
| (11) Percent of Class Represented by Am 1.57% | nount in Row (9) |
| (12) Type of Reporting Person* BK | |
| CUSIP No. V7780T103 | |
| (1) Names of Reporting Persons. I.R.S. Identification Nos. of a | above persons (entities only). |
| BARCLAYS GLOBAL INVESTORS JAPAN | N TRUST AND BANKING COMPANY LIMITED |

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| (a) | Check the ap / / /X/ | opropriate box if a member of | a Grou | p* |
|-----|----------------------------|---|---------|--------------------------|
| (3) | SEC Use Only | Y | | |
| (4) | Citizenship Japan | or Place of Organization | | |
| Ben | ber of Shares | ned | (5) | Sole Voting Power |
| | Each Reportin son With | ng | (6) | Shared Voting Power - |
| | | | (7) | Sole Dispositive Power |
| | | | (8) | Shared Dispositive Power |
| (9) | Aggregate - | | | |
| (10 |) Check Box : | if the Aggregate Amount in Row | и (9) Е | xcludes Certain Shares* |
| (11 |) Percent of 0.00% | Class Represented by Amount i | n Row | (9) |
| (12 |) Type of Rep BK | porting Person* | | |
| IT | EM 1(A). | NAME OF ISSUER ROYAL CARIBBEAN CRUISES LTD | | |
| ITE | M 1(B). | ADDRESS OF ISSUER'S PRINCIPAL 1050 CARIBBEAN WAY MIAMI FL 33132 | EXECU | TIVE OFFICES |
| ITE | M 2(A). | NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVES | • | NA |
| ITE | M 2(B). | ADDRESS OF PRINCIPAL BUSINESS 45 Fremont Street San Francisco | OFFIC | |
| ITE | M 2(C). | CITIZENSHIP U.S.A | | |
| ITE | | TITLE OF CLASS OF SECURITIES Common Stock | | |
| ITE | | CUSIP NUMBER V7780T103 | | |
| | | IF THIS STATEMENT IS FILED PU WHETHER THE PERSON FILING IS | | TO RULES 13D-1(B), OR |

| (a) | // | Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o). |
|------|--------------|--|
| (b) | /X/ | Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). |
| | | Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c). |
| (d) | // | Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). |
| (e) | // | Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). |
| | | Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F). |
| | | Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). |
| (h) | // | A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). |
| (i) | // | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). |
| (j) | // | Group, in accordance with section 240.13d-1(b)(1)(ii)(J) |
| ITEI | M 1(| A). NAME OF ISSUER ROYAL CARIBBEAN CRUISES LTD |
| ITE | M 1 (| B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 1050 CARIBBEAN WAY MIAMI FL 33132 |
| ITEI | М. 2 (. | A). NAME OF PERSON(S) FILING BARCLAYS GLOBAL FUND ADVISORS |
| ITE | M 2 (| B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE 45 Fremont Street San Francisco, CA 94105 |
| ITEI | M 2(| C). CITIZENSHIP U.S.A |
| ITEI | M_2(| D). TITLE OF CLASS OF SECURITIES Common Stock |
| ITE | M 2 (| E). CUSIP NUMBER V7780T103 |
| | м 3. -2(В | IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR), CHECK WHETHER THE PERSON FILING IS A |
| (a) | // | Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 780). |
| (b) | 11 | Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). |
| | | Insurance Company as defined in section 3(a) (19) of the Act |
| | | (15 U.S.C. 78c). |
| | | Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). |
| | | Employee Benefit Plan or endowment fund in accordance with section |
| (1) | // | 240.13d-1(b)(1)(ii)(F). |
| (g) | // | Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). |
| (h) | // | A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). |
| (i) | // | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). |

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|---|--|
| (j) // Group, | in accordance with section 240.13d-1(b)(1)(ii)(J) |
| ITEM 1(A). | NAME OF ISSUER ROYAL CARIBBEAN CRUISES LTD |
| ITEM 1(B). | ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 1050 CARIBBEAN WAY MIAMI FL 33132 |
| ITEM 2(A). | NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS, LTD |
| ITEM 2(B). | ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Murray House 1 Royal Mint Court LONDON, EC3N 4HH |
| ITEM 2(C). | England |
| | TITLE OF CLASS OF SECURITIES Common Stock |
| ITEM 2(E). | CUSIP NUMBER V7780T103 |
| (a) // Broker (15 U.S (b) /X/ Bank as (c) // Insuran (15 U.S) (d) // Investm Company (e) // Investm (f) // Employee 240.13d (g) // Parent 240.13d (h) // A savin Insuran (i) // A churcy company (15U.S. (j) // Group, | <pre>WHETHER THE PERSON FILING IS A or Dealer registered under Section 15 of the Act S.C. 780). defined in section 3(a) (6) of the Act (15 U.S.C. 78c). dec Company as defined in section 3(a) (19) of the Act S.C. 78c). ment Company registered under section 8 of the Investment Act of 1940 (15 U.S.C. 80a-8). ment Adviser in accordance with section 240.13d(b)(1)(ii)(E). de Benefit Plan or endowment fund in accordance with section I-1(b)(1)(ii)(F). Holding Company or control person in accordance with section I-1(b)(1)(ii)(G). dgs association as defined in section 3(b) of the Federal Deposit ice Act (12 U.S.C. 1813). th plan that is excluded from the definition of an investment under section 3(c)(14) of the Investment Company Act of 1940 C. 80a-3). in accordance with section 240.13d-1(b)(1)(ii)(J) NAME OF ISSUER Device Act Act Act Action Action Action Action Action Act Act Action Act Act Action Act</pre> |
| | ROYAL CARIBBEAN CRUISES LTD |
| | ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 1050 CARIBBEAN WAY MIAMI FL 33132 |
| ITEM 2(A). | NAME OF PERSON(S) FILING S GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED |
| ITEM 2(B). | ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower 8th Floor 1-1-39 Hiroo Shibuya-Ku Tokyo 150-0012 Japan |

| | Japan |
|--|--|
| TEM 2(D). | TITLE OF CLASS OF SECURITIES Common Stock |
| TEM 2(E). | CUSIP NUMBER V7780T103 |
| TEM 3. 3D-2(B), CHE | IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR ECK WHETHER THE PERSON FILING IS A |
| | er or Dealer registered under Section 15 of the Act J.S.C. 780). |
| (c) // Insur | as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). cance Company as defined in section 3(a) (19) of the Act J.S.C. 78c). |
| (d) // Inves | stment Company registered under section 8 of the Investment any Act of 1940 (15 U.S.C. 80a-8). |
| (f) // Emplo | stment Adviser in accordance with section 240.13d(b)(1)(ii)(E). byee Benefit Plan or endowment fund in accordance with section L3d-1(b)(1)(ii)(F). |
| 240.1 | nt Holding Company or control person in accordance with section L3d-1(b)(1)(ii)(G). |
| | vings association as defined in section 3(b) of the Federal Depos cance Act (12 U.S.C. 1813). |
| (i) // A chu compa | arch plan that is excluded from the definition of an investment any under section 3(c)(14) of the Investment Company Act of 1940 |
| (1511 | S = (2 + 3) |
| | S.C. 80a-3). , in accordance with section 240.13d-1(b)(1)(ii)(J) |
| (j) // Group | , in accordance with section 240.13d-1(b)(1)(ii)(J) |
| (j) // Group TEM 4. OWNEF Provide the f | , in accordance with section 240.13d-1(b)(1)(ii)(J) |
| (j) // Group ITEM 4. OWNEF Provide the f percentage of | b, in accordance with section 240.13d-1(b)(1)(ii)(J) RSHIP Following information regarding the aggregate number and |
| (j) // Group ITEM 4. OWNEF Provide the f percentage of (a) Amount E | <pre>b, in accordance with section 240.13d-1(b)(1)(ii)(J) RSHIP Following information regarding the aggregate number and T the class of securities of the issuer identified in Item 1. Beneficially Owned: 21,116,985</pre> |
| (j) // Group ITEM 4. OWNEF Provide the f percentage of | <pre>b, in accordance with section 240.13d-1(b)(1)(ii)(J) RSHIP Following information regarding the aggregate number and T the class of securities of the issuer identified in Item 1. Beneficially Owned: 21,116,985</pre> |
| (j) // Group TEM 4. OWNER Provide the f percentage of (a) Amount E (b) Percent | o, in accordance with section 240.13d-1(b)(1)(ii)(J) ASHIP Following information regarding the aggregate number and E the class of securities of the issuer identified in Item 1. Beneficially Owned: 21,116,985 of Class: |
| (j) // Group TEM 4. OWNER Provide the f percentage of (a) Amount E (b) Percent | <pre>b, in accordance with section 240.13d-1(b)(1)(ii)(J) ASHIP Collowing information regarding the aggregate number and the class of securities of the issuer identified in Item 1. Beneficially Owned: 21,116,985 of Class: 10.01%</pre> |
| (j) // Group TEM 4. OWNEF Provide the f percentage of (a) Amount E (b) Percent (c) Number c | <pre>b, in accordance with section 240.13d-1(b)(1)(ii)(J) RSHIP Collowing information regarding the aggregate number and the class of securities of the issuer identified in Item 1. Beneficially Owned: 21,116,985 of Class: 10.01% of shares as to which such person has: sole power to vote or to direct the vote 19,595,207</pre> |
| (j) // Group TEM 4. OWNEF Provide the f percentage of (a) Amount F (b) Percent (c) Number of (ii) | <pre>b, in accordance with section 240.13d-1(b)(1)(ii)(J) ASHIP Collowing information regarding the aggregate number and the class of securities of the issuer identified in Item 1. Beneficially Owned: 21,116,985 of Class: 10.01% of shares as to which such person has: sole power to vote or to direct the vote 19,595,207 shared power to vote or to direct the vote </pre> |
| <pre>(j) // Group TEM 4. OWNER Provide the f percentage of (a) Amount E (a) Amount E (b) Percent (c) Number of (i) (ii) (iii)</pre> | <pre>b, in accordance with section 240.13d-1(b)(1)(ii)(J) ASHIP Collowing information regarding the aggregate number and T the class of securities of the issuer identified in Item 1. Beneficially Owned: 21,116,985 of Class: 10.01% of shares as to which such person has: sole power to vote or to direct the vote 19,595,207 </pre> |
| <pre>(j) // Group TEM 4. OWNER Provide the f percentage of (a) Amount E (a) Amount E (b) Percent (b) Percent (c) Number of (i) (ii) (iii) (iv)</pre> | <pre>b, in accordance with section 240.13d-1(b)(1)(ii)(J) ASHIP Collowing information regarding the aggregate number and the class of securities of the issuer identified in Item 1. Beneficially Owned: 21,116,985 of Class: 10.01% of shares as to which such person has: sole power to vote or to direct the vote 19,595,207</pre> |

percent of the class of securities, check the following. //

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- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON The shares reported are held by the company in trust accounts for the economic benefit of the beneficiaries of those accounts. See also Items 2(a) above.
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY Not applicable
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP Not applicable
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP Not applicable

ITEM 10. CERTIFICATION

(a) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(b) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 8, 2006 Date Signature Mei Lau Financial Reporting Manager

Name/Title