ROYAL CARIBBEAN CRUISES LTD Form SC 13G/A February 17, 2004

> UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

> > SCHEDULE 13G (Rule 13d-102)

(AMENDMENT NO. 1)

INFORMATION TO BE INCLUDED IN STATEMENTS FILE PURSUANT TO RULES 13D-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

> Royal Caribbean Cruises Ltd. (Name of Issuer)

Common Stock, par value \$.01 per share (Title of Class of Securities)

> V7780T103 (CUSIP Number)

January 30, 2002 (Date of Event Which Requires Filing of Statement)

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

|_| Rule 13d-1(b)
|_| Rule 13d-1(c)
|x| Rule 13d-1(d)

1. NAME OF REPORTING PERSON: A. Wilhelmsen A.S., a Norwegian corporation

(a) |_| (b) |_|

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION: Norway

5. SOLE VOTING POWER 42,966,472 NUMBER OF SHARES 6. SHARED VOTING POWER BENEFICIALLY 0 OWNED BY EACH 7. SOLE DISPOSITIVE POWER REPORTING 42,966,472

Edgar Filing: ROYAL CARIBBEAN CRUISES LTD - Form SC 13G/A		
	PERSON WITH	8. SHARED DISPOSITIVE POWER 0
	AGGREGATE A 12,966,472	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES _
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 22.2% based on the number of shares outsantding as of December 31, 2002, as represented by the issuer in its Form 20-F for the fiscal year ended December 31, 2002	
12. 1	CYPE OF REP	ORTING PERSON
Item 1(a	ı).	Name of Issuer:
	Royal Car	ibbean Cruises Ltd. ("RCCL")
Item 1(b).	Address of Issuer's Principal Executive Offices:
		bbean Way orida 33132
Item 2(a	a).	Name of Person Filing:
	A. Wilhel	msen A.S., a Norwegian corporation
Item 2(b).	Address of Principal Business Office, or if None, Residence:
	Beddingen Aker Bryg 1250 Oslo P.O. Box Vika N-01 Norway	ge 1583
Item 2(c	2).	Citizenship:
	Norway	
Item 2(c	1).	Title of Class of Securities:
	Common St	ock, par value \$.01 per share
Item 2(e	e).	CUSIP Number:
	V7780T103	
Item		3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:
	Not appli	cable.

Edgar Filing: ROYAL CARIBBEAN CRUISES LTD - Form SC 13G/A

Item 4. Ownership.

(a) Amount beneficially owned:

A. Wilhelmsen AS owns 42,966,472 shares.

(b) Percent of class:

22.2% based on the number of shares outsantding as of December 31, 2002, as represented by the issuer in its Form 20-F for the fiscal year ended December 31, 2002

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 42,966,472 (ii) Shared power to vote or to direct the vote: 0 (iii)Sole power to dispose or to direct the disposition of: 42,966,472 (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

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.

Not applicable.

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.

A. WILHELMSEN AS

February 14, 2004

/s/ Arne Alexander Wilhelmsen ------Title: Board Member Name: Arne Alexander Wilhelmsen