Ouimet Matthew A Form 4 March 29, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Ouimet Matthew A Issuer Symbol CEDAR FAIR L P [FUN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title) ONE CEDAR POINT DR. 03/27/2012 below) President & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

SANDUSKY, OH 44870

(Ctota)

(City)	(State)	(Zip) Tabl	le I - Non-E	Derivative S	Securit	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Acq	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dis	sposed	of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5))	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Units of									
Limited	02/27/2012			20.704		(5)	46.002	Ъ	
Partner	03/27/2012		A	28,784	A	<u>(5)</u>	46,083	D	
Interest									
mucicst									

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year	-	7. Title and of Underlyi Securities (Instr. 3 and	ing
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
call options to purchase limited partnership units	\$ 29.53	03/27/2012		A	86,387	<u>(1)</u>	03/27/2022	Units of Limited Partner Interest	86
Phantom Units	(2)					06/20/2014(3)	06/20/2015(3)	Units of Limited Partner Interest	57
Phantom Units	<u>(2)</u>					03/03/2014(4)	03/03/2015(4)	Units of Limited Partner Interest	26

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Ouimet Matthew A

ONE CEDAR POINT DR. President & CEO

SANDUSKY, OH 44870

Signatures

/s/ Stacy L. Frole, POA 03/29/2012

**Signature of Reporting Date

Person

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) Options vest at a rate of 33% per year on each anniversary date, beginning on March 27, 2013.
- (2) Each phantom unit is the economic equivalent of one limited partner unit in Cedar Fair, L.P.

Reporting Owners 2

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- (3) This award vests in two equal installments on June 20, 2014 and 2015, respectively, assuming the grantee continues to be employed with the Company.
- (4) This award vests in two equal installments on March 3, 2014 and 2015, respectively, assuming the grantee continues to be employed with the Company.
- (5) These units were granted pursuant to the Partnership's 2008 Omnibus Incentive Plan.

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.