Ouimet Matthew A Form 4 September 13, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. *See* Instruction

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).

Interest

(Print or Type Responses)

1. Name and Ouimet M	Symbol	2. Issuer Name and Ticker or Trading Symbol CEDAR FAIR L P [FUN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle) 3. Date	of Earliest	Transaction	(Cli	een uii uppiieus	
ONE CED	OAR POINT DR.	`	(Month/Day/Year) 09/12/2012		below)	ive title 10 below) resident & CEO	` 1
	4. If Am	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check		
SANDUS	Filed(M	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip) Tal	ble I - Non-	-Derivative Securities Ac	quired, Disposed	of, or Beneficia	ally 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

Units of
Limited
Partner

Code V Amount (D) Price

(Inst. 3 and 4)

46,083 D

Units of Limited Partner P 2,000 A \$ 2,000 I By Self as Custodian for Children

(A)

or

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

Persons who respond to the collection of information contained in this form are not (9-02)

Transaction(s)

(Instr. 3 and 4)

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required to respond unless the form displays a currently valid OMB control number.

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year		7. Title and of Underly Securities (Instr. 3 and	ing
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Call options to purchase limited partnership units	\$ 29.53					<u>(1)</u>	03/27/2022	Units of Limited Partner Interest	86,387
Phantom Units	(2)					06/20/2014(3)	06/20/2015(3)	Units of Limited Partner Interest	57,838
Phantom Units	(2)					03/03/2014(4)	03/03/2015(4)	Units of Limited Partner Interest	26,467

Reporting Owners

Reporting Owner Name / Address				Relationships
		400	_	0.00

Director 10% Owner Officer Other

Ouimet Matthew A ONE CEDAR POINT DR. SANDUSKY, OH 44870

President & CEO

Signatures

**Signature of Reporting Date

Person

Reporting Owners 2

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.
- 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.

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.