

CEDAR FAIR L P  
Form 4  
February 27, 2015

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ouimet Matthew A

(Last) (First) (Middle)  
ONE CEDAR POINT DRIVE  
(Street)

SANDUSKY, OH 44870

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CEDAR FAIR L P [FUN]

3. Date of Earliest Transaction (Month/Day/Year)  
02/25/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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) |
|-----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Units of Limited Partner Interest | 02/25/2015                           |  | A                              | 23,138  | A <u>1</u>  | 151,403  | D   |
| Units of Limited Partner Interest | 02/25/2015                           |  | A                              | 23,874  | A \$ 0  | 175,277  | D   |
| Units of Limited Partner Interest | 02/26/2015                           |  | F                              | 13,646 <sup>(2)</sup>   | D \$ 55.68  | 161,631  | D   |

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Units of  
Limited  
Partner  
Interest      02/26/2015      F      2,921  
(3)      D      \$ 55.68      158,710      D

Units of  
Limited  
Partner  
Interest      2,000      I      By Spouse  
as  
Custodian  
for  
Children

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 of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable      Expiration Date                    | Title      Amount of Shares                                   |
| call options to purchase limited partnership units | \$ 36.95   |                                      |  |                                |   | (4)      02/26/2023                                      | Units of Limited Partner Interest      122,49                 |
| call options to purchase limited partnership units | \$ 29.53   |                                      |  |                                |   | (5)      03/27/2022                                      | Units of Limited Partner Interest      86,387                 |
| Phantom Units                                      | (6)  |                                      |  |                                |   | 06/20/2014(7)      06/20/2015(7)                         | Units of Limited Partner Interest      33,279                 |
| Phantom Units                                      | (6)  |                                      |  |                                |   | 03/03/2014(8)      03/03/2015(8)                         | Units of Limited Partner      15,237                          |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| Ouimet Matthew A<br>ONE CEDAR POINT DRIVE<br>SANDUSKY, OH 44870 |               |           | President & CEO |       |

## Signatures

Matthew A.  
Ouimet

02/26/2015

\*\*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) These units were granted pursuant to the Partnership's 2008 Omnibus Incentive Plan.
- (2) Units were withheld to satisfy tax liability in connection with vesting of performance units.
- (3) Units were withheld to satisfy tax liability in connection with vesting of restricted units.
- (4) Options vest at a rate of 33% per year on each anniversary date, beginning on February 26, 2014.
- (5) Options vest at a rate of 33% per year on each anniversary date, beginning on March 27, 2013.
- (6) Each phantom unit is the economic equivalent of one limited partner unit in Cedar Fair, L.P.
- (7) This award vests in two equal installments on June 20, 2014 and 2015, respectively, assuming the grantee continues to be employed with the Company.
- (8) 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.