

CEDAR FAIR L P  
Form 4  
February 27, 2015

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DECKER ROBERT 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  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Senior VP, Planning & Design

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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) |
|-----------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---------------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                   |                                      |                                                    | Code                           | V                                                                 | Amount              | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Units of Limited Partner Interest | 02/25/2015                           |                                                    | A                              |                                                                   | 1,679               | A          | <u>11</u>                                                                                     | 47,725                                                   | D                                                     |
| Units of Limited Partner Interest | 02/25/2015                           |                                                    | A                              |                                                                   | 2,986               | A          | \$ 0                                                                                          | 50,711                                                   | D                                                     |
| Units of Limited Partner Interest | 02/26/2015                           |                                                    | F                              |                                                                   | 1,493<br><u>(2)</u> | D          | \$ 55.68                                                                                      | 49,218                                                   | D                                                     |

# Edgar Filing: CEDAR FAIR L P - Form 4

Units of  
Limited  
Partner  
Interest

02/26/2015

F

211 <sup>(3)</sup> D

\$  
55.68

49,007

D

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

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)            | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) |
|----------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------|
|                                                                |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date Exercisable Expiration Date                               | Title Amount<br>or<br>Number<br>of Shares                              |
| call options<br>to purchase<br>limited<br>partnership<br>units | \$ 36.95                                                              |                                         |                                                             |                                         |                                                                                                                       | <sup>(4)</sup> 02/26/2023                                      | Units of<br>Limited<br>Partner<br>Interest 10,520                      |
| call options<br>to purchase<br>limited<br>partnership<br>units | \$ 29.53                                                              |                                         |                                                             |                                         |                                                                                                                       | <sup>(5)</sup> 03/27/2022                                      | Units of<br>Limited<br>Partner<br>Interest 3,602                       |
| Phantom<br>Units                                               | <sup>(6)</sup>                                                        |                                         |                                                             |                                         |                                                                                                                       | 03/03/2014 <sup>(7)</sup> 03/03/2015 <sup>(7)</sup>            | Units of<br>Limited<br>Partner<br>Interest 3,657                       |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Senior VP, Planning & Design

Reporting Owners

DECKER ROBERT A  
ONE CEDAR POINT DRIVE  
SANDUSKY, OH 44870

## Signatures

Robert A.  
Decker

02/27/2015

\*\*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 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.  
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