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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. 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) | 8. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Units | (1) | 01/02/2015 | | A | 2,537 | (2) (2) | Units of Limited Partner Interest | \$ 47. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Scott John M III ONE CEDAR POINT DR SANDUSKY, OH 44870 | X | | | |

Signatures

John M. Scott
III 04/21/2015

**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) Represents phantom units acquired by the reporting person (in an exempt transaction) as deferred compensation pursuant to the Partnership's 2008 Omnibus Incentive Plan. Each phantom unit is the economic equivalent of one limited partner unit in Cedar Fair, L.P.
- (2) These phantom units are earned ratably over a one-year period and will be payable in units or a combination of cash and units when the individual's service to the Partnership ends.

- (3) In addition to the phantom units acquired and shown in Box 5, the total in Box 9 includes deferred units awarded during 2014 and 31 phantom unit distribution equivalents accrued on the 2014 deferred units (in an exempt transaction) after the date of the transaction reported herein but prior to the filing date hereof.

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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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.