

CEDAR FAIR L P
Form 4
June 23, 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)
06/20/2015

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 Ownership (Instr. 4) | |
|-----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Units of Limited Partner Interest | 06/20/2015 | | M | | 34,153 | A | 11 200,481 | D |
| Units of Limited Partner Interest | 06/20/2015 | | F | | 19,038 (2) | D | \$ 58 181,443 | D |
| Units of Limited Partner Interest | | | | | | | 2,000 | I |
| | | | | | | | | By Spouse as Custodian for Children |

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nun Sha |
| call options to purchase limited partnership units | \$ 36.95 | | | | | <u>(3)</u> | 02/26/2023 | Units of Limited Partner Interest | 12 |
| call options to purchase limited partnership units | \$ 29.53 | | | | | <u>(4)</u> | 03/27/2022 | Units of Limited Partner Interest | 80 |
| Phantom Units | <u>(1)</u> | 06/20/2015 | | M | 34,153 <u>(5)</u> | 06/20/2015 <u>(6)</u> | 06/20/2015 <u>(6)</u> | Units of Limited Partner Interest | 34 |

Reporting Owners

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

Signatures

Matthew A. Ouimet 06/23/2015

**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) Each phantom unit is the economic equivalent of one limited partner unit in Cedar Fair, L.P.
- (2) Units were withheld to satisfy tax liability in connection with vesting of phantom units.
- (3) Options vest at a rate of 33% per year on each anniversary date, beginning on February 26, 2014.
- (4) Options vest at a rate of 33% per year on each anniversary date, beginning on March 27, 2013.
- (5) The total in Boxes 5 and 7 also includes 874 phantom units distribution equivalents accrued on the phantom units (in an exempt transaction) since the beginning of the year.
- (6) This award vested in two equal installments on June 20, 2014 and 2015, respectively.

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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