

Hoffman David R.
Form 4
March 08, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hoffman David R.

(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)

03/08/2013

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 & CAO

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)
Units of Limited Partner Interest	03/08/2013		M	4,537 A	\$ 17,957	D	
Units of Limited Partner Interest	03/08/2013		D	2,268 D	\$ 15,689	D	
Units of Limited Partner Interest	03/08/2013		M	1,978 A	\$ 17,667	D	

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Units of Limited Partner Interest	03/08/2013	D	989	D	\$ 38.35	16,678	D
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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Phantom Units	<u>(2)</u>	03/08/2013		M	4,537	03/08/2013 <u>(3)</u>	Units of Limited Partner Interest	0
Phantom Units	<u>(2)</u>	03/08/2013		M	1,978	03/04/2013 ⁽⁴⁾ 03/04/2014 ⁽⁴⁾	Units of Limited Partner Interest	1,9
Call options to purchase limited partnership units	\$ 36.95					<u>(5)</u> 02/26/2023	Units of Limited Partner Interest	9,6
Call options to purchase limited partnership units	\$ 29.53					<u>(6)</u> 03/27/2022	Units of Limited Partner Interest	6,3
Phantom Units	<u>(2)</u>					03/03/2014 ⁽⁷⁾ 03/03/2015 ⁽⁷⁾	Units of Limited	2,7

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hoffman David R. ONE CEDAR POINT DRIVE SANDUSKY, OH 44870	Senior VP & CAO

Signatures

David R.
Hoffman 03/08/2013

__Signature of Date
Reporting Person

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) Each phantom unit is the economic equivalent of one limited partner unit in Cedar Fair, L.P.
- (3) This award fully vested in March 2013.
- (4) This award vests in two equal installments on March 4, 2013 and 2014, respectively, assuming the grantee continues to be employed with the Company.
- (5) Options vest at a rate of 33% per year on each anniversary date, beginning on February 26, 2014.
- (6) Options vest at a rate of 33% per year on each anniversary date, beginning on March 27, 2013.
- (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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