CEDAR FAIR L P

Form 4 March 16, 2010

## FORM 4

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

OMB 3235-0

Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: 3235-0287

Synings: January 31,

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 Expires: 2005
Estimated average

SECURITIES

burden hours per response... 0.5

Form 5 obligations may continue. *See* Instruction

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

1(b).

(Print or Type Responses)

1. Name and Add KINZEL RICI		ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol CEDAR FAIR L P [FUN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(Last) (First) (Middle) 3		3. Date of Earliest Transaction	(encer un applicable)		
			(Month/Day/Year)	Director 10% Owner		
ONE CEDAR POINT DR., C/O CEDAR FAIR LP			03/12/2010	X Officer (give title Other (specify below)		
				Chairman, President & CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
SANDUSKY,	ОН 44870-:	5259		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

						1 015011			
(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	e Secu	rities A	Acquired, Dispos	ed of, or Bene	eficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquiransaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or Code V Amount (D) P		of	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	03/12/2010		A <u>(1)</u>	56,079	A	<u>(1)</u>	1,256,077	D	
Units of Limited Partner Interest							38,529	I	By Spouse's Trust
Units of Limited Partner Interest							8,629	I	By Spouse for Grandchildren

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Units of			
Limited	383,020	I (2)	By Cedar Point
Partner	363,020	1 (-)	Executives
Interest			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Underlying (Instr. 3 and	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	(3)					03/01/2011(4)	03/31/2012	Units of Limited Partner Interest	85,911
Call options to purchase limited partnership units	\$ 20.6					<u>(5)</u>	03/07/2011	Units of Limited Partner Interest	90,000
Call options to purchase limited partnership units	\$ 24.14					<u>(6)</u>	03/07/2012	Units of Limited Partner Interest	150,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

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KINZEL RICHARD L ONE CEDAR POINT DR. C/O CEDAR FAIR LP SANDUSKY, OH 44870-5259

Chairman, President & CEO

#### **Signatures**

Richard L. Winzel 03/16/2010

\*\*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) Reporting person disclaims beneficial ownership of all but 51,620 units held by Cedar Point Executives, Inc.
- (3) Each phantom unit is the economic equivalent of one limited partner unit in Cedar Fair, L.P.
- (4) These awards vest in two equal installments on March 1, 2011 and 2012, respectively, assuming the grantee continues to be employed with the Company.
- (5) Options vest at a rate of 20% per year on each anniversary date, beginning on March 7, 2002.
- (6) Options vest at a rate of 20% per year on each anniversary date, beginning on March 7, 2003.

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.

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