CEDAR FAIR LP

Form 4 April 12, 2010

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5 response...

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).

Interest

(Print or Type Responses)

1. Name and Address of Reporting Person ** KINZEL RICHARD L			2. Issuer Name and Ticker or Trading Symbol CEDAR FAIR L P [FUN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(enser an appression)		
			(Month/Day/Year)	Director 10% Owner		
ONE CEDAR	POINT DR	., C/O	04/09/2010	X Officer (give title Other (specify below)		
CEDAR FAIR LP				Chairman, President & CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_Form filed by One Reporting Person		
SANDUSKY, OH 44870-5259				Form filed by More than One Reporting Person		

			2 6.56.11						
(City)	(State)	(Zip) Ta	able I - No	n-Derivat	ive Se	curities 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. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Limited Partner Interest	04/09/2010		S	1,104	D	\$ 13.27	381,916	I (1)	By Cedar Point Executives
Units of Limited Partner Interest							1,256,077	D	
Units of Limited Partner							38,529	I	By Spouse's Trust

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Units of			
Limited	9.620	т	By Spouse for
Partner	8,629	1	Grandchildren
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. Transactic 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	<u>(2)</u>					03/01/2011(3)	03/31/2012	Units of Limited Partner Interest	85,911
Call options to purchase limited partnership units	\$ 20.6					<u>(4)</u>	03/07/2011	Units of Limited Partner Interest	90,000
Call options to purchase limited partnership units	\$ 24.14					<u>(5)</u>	03/07/2012	Units of Limited Partner Interest	150,000

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

Reporting Owners 2

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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. 04/12/2010 Kinzel

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