CEDAR FAIR LP

Form 4

September 16, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

Check this box

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 Address of Reporting Person * **KLEIN THOMAS**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Street)

(Middle)

CEDAR FAIR L P [FUN] 3. Date of Earliest Transaction

(Month/Day/Year)

09/14/2015

_X__ Director 10% Owner Other (specify

(Check all applicable)

Officer (give title below)

ONE CEDAR POINT DRIVE

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SANDUSKY, OH 44870

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities A	equired, Disposed	of, or Beneficia	ally 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)	(D) (Instr. 3,	4 and (A) or	d of 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	09/14/2015		Code V	Amount 1,500	,	Price \$ 54.8	8,073	D	
Units of Limited Partner Interest							3,000	I	By self as custodian for children

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exer Expiration D		7. Title and of Underly		8. Price of Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)			(Month/Day/Year)		Securities (Instr. 3 and 4)		Security (Instr. 5)
					(Instr. 3, 4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>					(2)	(2)	Units of Limited Partner Interest	2,537	

Reporting Owners

Reporting Owner Name	Address	Relationships
Kebui ung Owner Name /	Auuress	

Director 10% Owner Officer Other

KLEIN THOMAS
ONE CEDAR POINT DRIVE X
SANDUSKY, OH 44870

Signatures

Tom Klein 09/16/2015

**Signature of 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.

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.

Reporting Owners 2