

Witherow Brian C
 Form 5
 February 07, 2013

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Witherow Brian C

2. Issuer Name and Ticker or Trading Symbol
 CEDAR FAIR L P [FUN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP & CFO

(Last) (First) (Middle)
 ONE CEDAR POINT DRIVE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

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

6. Individual or Joint/Group Reporting (check applicable line)

SANDUSKY, OH 44870

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

| 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) | (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|-----------------------------------|--------------------------------------|--|--------------------------------|---|------------------|--|--|-----------------------------------|
| Units of Limited Partner Interest | | | | | | 32,129 ⁽¹⁾ ⁽²⁾ | D | |
| Units of Limited Partner Interest | | | | | | 1,442 ⁽³⁾ | I | By Spouse |

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

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SEC 2270
(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Units | Â | Â | Â | Â | Â Â | Â <u>(5)</u> Â <u>(5)</u> | Units of Limited Partner Interest | 7,685 |
| Call options to purchase limited partnership units | \$ 28.45 | Â | Â | Â | Â Â | Â <u>(6)</u> 11/06/2013 | Units of Limited Partner Interest | 1,000 |
| Call options to purchase limited partnership units | \$ 29.53 | Â | Â | Â | Â Â | Â <u>(7)</u> 03/27/2022 | Units of Limited Partner Interest | 17,786 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Witherow Brian C ONE CEDAR POINT DRIVE SANDUSKY, OH 44870 | Â | Â | Â Executive VP & CFO | Â |

Signatures

Brian C.
Witherow

02/07/2013

 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) During the fiscal year under the Cedar Fair, L.P. Distribution Reinvestment and Employee Unit Purchase Plan, 609 units were acquired at prices ranging from \$23.47 to \$34.52. These transactions are exempt under rule 16a-11.
- (2) During the fiscal year under a broker administered distribution reinvestment plan, 162 units were acquired at prices ranging from \$28.06 to \$34.36. These transactions are exempt under rule 16a-11.
- (3) During the fiscal year under the Cedar Fair, L.P. Distribution Reinvestment and Employee Unit Purchase Plan, 72 units were acquired at prices ranging from \$28.06 to \$34.36. These transactions are exempt under rule 16a-11.
- (4) Each phantom unit is the economic equivalent of one limited partner unit in Cedar Fair, L.P.
- (5) This award vests in March 2013, assuming the grantee continues to be employed with the Company.
- (6) Options vested at a rate of 20% per year on each anniversary date, beginning on November 6, 2004.
- (7) Options vest at a rate of 33% per year on each anniversary date, beginning on March 27, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.