CEDAR FAIR LP Form 5

February 17, 2015

#### **OMB APPROVAL** FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 

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Washington, D.C. 20549 Check this box if no longer subject to Section 16. ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form 5 obligations OWNERSHIP OF SECURITIES may continue.

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

	Address of Reporting I Γ-OGLESBY DE	BRA Symbol	2. Issuer Name and Ticker or Trading Symbol CEDAR FAIR L P [FUN]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	`	Middle) 3. Stater (Month/12/31/2	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2014			led	(Che _X_ Director Officer (giv below)		e) % Owner er (specify		
ONE CEDA	AR POINT DRIV	E					below)	below)			
	(Street)		4. If Amendment, Date Original				6. Individual or Joint/Group Reporting				
Filed(Month/Day/Year)							(check applicable line)				
	Y, OH 44870						_X_ Form Filed by Form Filed by Person	One Reporting F More than One R			
(City)	(State)	(Zip) Tak	ole I - Non-Der	rivative Se	curitie	es Acqu	uired, Disposed o	of, or Beneficia	lly 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. Securi Acquired Disposed (Instr. 3,	d (A) or d of (D)	)	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 Indirect Beneficial Ownership (Instr. 4)		
Units of Limited Partner	Â	Â	Â	Â	Â	Â	9,802 (1)	D	Â		

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

Interest

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date	Expiration		Number	
						Exercisable	Date		of	
					(A) (D)				Shares	
					(22)				D11010	

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SMITHART-OGLESBY DEBRA ONE CEDAR POINT DRIVE SANDUSKY, OH 44870	ÂX	Â	Â	Â		

### **Signatures**

Debra 02/18/2015 Smithart-Oglesby

\*\*Signature of Reporting Date
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) During the fiscal year under the Cedar Fair, L.P. Distribution Reinvestment and Employee Unit Purchase Plan, 1,412 units were acquired at prices ranging from \$44.06 to \$52.89. These transactions are exempt under rule 16a-11.

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.

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