

CEDAR FAIR L P  
Form 4  
March 05, 2009

**FORM 4**

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

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

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KINZEL RICHARD L**

(Last) (First) (Middle)

**ONE CEDAR POINT DR., C/O  
CEDAR FAIR LP**

(Street)

**SANDUSKY, OH 44870-5259**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**CEDAR FAIR L P [FUN]**

3. Date of Earliest Transaction  
(Month/Day/Year)

**03/03/2009**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

Chairman, President & CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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	03/03/2009		S(1)	167,900 (1)	D \$ 6.38	1,163,031	D
Units of Limited Partner Interest					36,386	I	By Spouse's Trust
Units of Limited Partner Interest					7,579	I	By Spouse for Grandchildren

# Edgar Filing: CEDAR FAIR L P - Form 4

Units of  
Limited  
Partner  
Interest

383,020

I (2)

By Cedar Point  
Executives

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 displays a currently valid OMB control number.**

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. 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. P Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Call options to purchase limited partnership units	\$ 20.6					<u>(3)</u>	03/07/2011	Units of Limited Partner Interest	90,000	
Call options to purchase limited partnership units	\$ 24.14					<u>(4)</u>	03/07/2012	Units of Limited Partner Interest	150,000	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

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

Chairman, President & CEO

## Signatures

Richard L.  
Kinzel

03/05/2009

\_\_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) This transaction was the result of a margin call.
- (2) Reporting person disclaims beneficial ownership of all but 51,620 units held by Cedar Point Executives, Inc.
- (3) Options vest at a rate of 20% per year on each anniversary date, beginning on March 7, 2002
- (4) 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.

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