

DECKER ROBERT A
Form 4
March 01, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person * DECKER ROBERT A	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 <input checked="" type="checkbox"/> Officer (give title below) ____ 10% Owner ____ Other (specify below) Corp VP, Planning & Design
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2013	
ONE CEDAR POINT DRIVE (Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
SANDUSKY, OH 448705259 (City) (State) (Zip)		

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 Ownership (Instr. 4)
Units of Limited Partner Interest	02/26/2013		A	1,482 A	11 31,386	D	

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

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SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Call options to purchase limited partnership units	\$ 36.95	02/26/2013		A	15,780	(2) 02/26/2023	Units of Limited Partner Interest 15
Call options to purchase limited partnership units	\$ 29.53					(3) 03/27/2022	Units of Limited Partner Interest 10
Phantom Units	(4)					(5) (5)	Units of Limited Partner Interest 6,
Phantom Units	(4)					03/04/2013(6) 03/04/2014(6)	Units of Limited Partner Interest 9,
Phantom Units	(4)					03/03/2014(7) 03/03/2015(7)	Units of Limited Partner Interest 6,
Phantom Units	(4)					(5) (5)	Units of Limited Partner Interest 6,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

DECKER ROBERT A
ONE CEDAR POINT DRIVE
SANDUSKY, OH 448705259

Corp VP,
Planning &
Design

Signatures

Robert A.
Decker

03/01/2013

 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) These units were granted pursuant to the Partnership's 2008 Omnibus Incentive Plan.
 - (2) Options vest at a rate of 33% per year on each anniversary date, beginning on February 26, 2014.
 - (3) Options vest at a rate of 33% per year on each anniversary date, beginning on March 27, 2013.
 - (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) This award vests in two equal installments on March 4, 2013 and 2014, respectively, assuming the grantee continues to be employed with the Company.
 - (7) This award vests in two equal installments on March 3, 2014 and 2015, respectively, assuming the grantee continues to be employed with the Company.

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.