

Freeman Craig J
 Form 5
 February 13, 2012

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 *
Freeman Craig J
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

ONE CEDAR POINT DRIVE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Corporate VP, Administration

SANDUSKY, OH 44870
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 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				(A) or (D) Price	9,794 ⁽¹⁾ ⁽²⁾	D	

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)

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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 Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Phantom Units	Â	Â	Â	Â	Â Â	03/01/2011 ⁽⁴⁾ 03/31/2012	Units of Limited Partner Interest
Phantom Units	Â	Â	Â	Â	Â Â	03/19/2012 ⁽⁵⁾ 03/19/2013	Units of Limited Partner Interest
Phantom Units	Â	Â	Â	Â	Â Â	03/04/2013 ⁽⁶⁾ 03/04/2014	Phantom Units
Phantom Units	Â	Â	Â	Â	Â Â	03/03/2014 ⁽⁷⁾ 03/03/2015	Units of Limited Partner Interest
Call options to purchase limited partnership units	\$ 22.65	Â	Â	Â	Â Â	Â ⁽⁸⁾ 11/07/2012	Call options to purchase limited partnership units
Call options to purchase limited partnership units	\$ 28.45	Â	Â	Â	Â Â	Â ⁽⁹⁾ 11/06/2013	Units of Limited Partner Interest

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
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Freeman Craig J
ONE CEDAR POINT DRIVE
SANDUSKY, OH 44870

Corporate VP,
Administration

Signatures

Craig J. Freeman 02/13/2012

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, 568 units were acquired at prices ranging from \$18.00 to \$21.92. These transactions are exempt under rule 16a-11.
- (2) During the fiscal year under a broker administered distribution reinvestment plan, 118 units were acquired at prices ranging from \$18.84 to \$21.84. These transactions are exempt under rule 16a-11.
- (3) Each phantom unit is the economic equivalent of one limited partner unit in Cedar Fair, L.P.
- (4) This award vests on March 1, 2012, assuming the grantee continues to be employed with the Company.
- (5) This award vests in two equal installments on March 19, 2012 and 2013, respectively, 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.
- (8) Options vest at a rate of 20% per year on each anniversary date, beginning on November 7, 2003.
- (9) Options vest at a rate of 20% per year on each anniversary date, beginning on November 6, 2004.

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.