

Freeman Craig J
 Form 4
 June 02, 2009

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 *
 Freeman Craig J

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

SANDUSKY, OH 44870

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/30/2008

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)
 VP, Corporate Administration

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 Ownership (Instr. 4)
Units of Limited Partner Interest				(A) or (D) Price	4,368	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
Phantom Units	(1)	10/30/2008		A	3,150	03/01/2011(2)	03/31/2012	Units of Limited Partner Interest	3,150
Call options to purchase limited partnership units	\$ 20.6					(3)	03/07/2011	Units of Limited Partner Interest	2,500
Call options to purchase limited partnership units	\$ 20.6					(4)	03/07/2011	Units of Limited Partner Interest	1,000
Call options to purchase limited partnership units	\$ 22.65					(5)	11/07/2012	Units of Limited Partner Interest	1,500
Call options to purchase limited partnership units	\$ 28.45					(6)	11/06/2013	Units of Limited Partner Interest	1,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Freeman Craig J
ONE CEDAR POINT DRIVE
SANDUSKY, OH 44870

VP, Corporate
Administration

Signatures

Craig J. 06/02/2009
Freeman

**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) Each phantom unit is the economic equivalent of one limited partner unit in Cedar Fair, L.P.
- (2) These awards vest in two equal installments on March 1, 2011 and 2012, respectively, assuming the grantee continues to be employed with the Company.
- (3) Options vest at a rate of 20% per year on each anniversary date, beginning on March 7, 2001.
- (4) Options vest at a rate of 20% per year on each anniversary date, beginning on March 7, 2002.
- (5) Options vest at a rate of 20% per year on each anniversary date, beginning on November 7, 2003.
- (6) 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 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.