

CEDAR FAIR L P
Form 4
September 22, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DUFFIELD MILKIE

(Last) (First) (Middle)

ONE CEDAR POINT DR

(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)
09/20/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

Executive VP - General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	09/20/2016		M	12,386	A \$ 29.53	56,550	D
Units of Limited Partner Interest	09/20/2016		F	6,012	D \$ 60.84	50,538	D
Units of Limited Partner Interest	09/20/2016		S	6,374	D \$ 60.84	44,164	D

Units of
Limited
Partner
Interest

281

I

By Spouse

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
call options to purchase limited partnership units	\$ 36.95					<u>(1)</u> 02/26/2023	Units of Limited Partner Interest 18,104
call options to purchase limited partnership units	\$ 29.53	09/20/2016		M	12,386	<u>(2)</u> 03/27/2022	Units of Limited Partner Interest 12,386

Reporting Owners

Reporting Owner Name / Address	Relationships
DUFFIELD MILKIE ONE CEDAR POINT DR SANDUSKY, OH 44870	Director 10% Owner Officer Executive VP - General Counsel

Signatures

Duffield E.
Milkie 09/22/2016

__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) Options vest at a rate of 33% per year on each anniversary date, beginning on February 26, 2014.
- (2) Options vest at a rate of 33% per year on each anniversary date, beginning on March 27, 2013.

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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