CEDAR FAIR L P

Form 5

February 17, 2015

Check this box if Check this b

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Expires:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person <u>*</u> Shanahan Lauri M	2. Issuer Name and Ticker or Trading Symbol CEDAR FAIR L P [FUN]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2014	(Check all applicable) _X_ Director 10% Owner Officer (give title Other (specify			
ONE CEDAR POINT DRIVE	12/31/2014	below) below)			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)			
SANDUSKY, OH 44870		_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			

(City)	(State)	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. Securi Acquired Disposed (Instr. 3,	(A) o of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Units of Limited Partner Interest	Â	Â	Â	Â	Â	Â	3,574	D	Â

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 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)			Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and of Underly Securities (Instr. 3 and	ing	8. Pr Deri Secu (Inst
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Phantom Units	Â	01/02/2014	Â	A4	2,397	Â	(2)	(2)	Units of Limited Partner Interest	2,397	\$ 5		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer de la companya de la compan	Director	10% Owner	Officer	Othe			
Shanahan Lauri M							
ONE CEDAR POINT DRIVE	ÂΧ	Â	Â	Â			
SANDUSKY Â OHÂ 44870							

Signatures

Lauri M.
Shanahan

**Signature of Date

Signature of D
Reporting Person

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) Represents phantom units acquired by the reporting person (in an exempt transaction) as deferred compensation pursuant to the Partnership's 2008 Omnibus Incentive Plan. Each phantom unit is the economic equivalent of one limited partner unit in Cedar Fair, L.P.
- (2) These phantom units are payable in units or a combination of cash and units when the individual's service to the Partnership ends.

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.

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