

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-23**

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ISSUER

CEDAR FAIR L P

CIK: **811532** | IRS No.: **341560655** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7990** Miscellaneous amusement & recreation

Mailing Address
*ONE CEDAR POINT DRIVE
SANDUSKY OH 44870*

Business Address
*ONE CEDAR POINT DRIVE
SANDUSKY OH 44870
4196260830*

REPORTING OWNER

KWIATKOWSKI MICHAEL D

CIK: **1171910**
Type: **4** | Act: **34** | File No.: **001-09444** | Film No.: **09546098**

Mailing Address
*ONE CEDAR POINT DR.
C/O CEDAR FAIR LP
SANDUSKY OH 44870-5259*

Business Address
*ONE CEDAR POINT DR.
C/O CEDAR FAIR LP
STANDUSKY OH 44870-5259
4196260830*

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

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 KWIATKOWSKI MICHAEL D			2. Issuer Name and Ticker or Trading Symbol CEDAR FAIR LP [FUN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/23/2009					
ONE CEDAR POINT DR., C/O CEDAR FAIR LP			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		
(Street) SANDUSKY, OH 44870-5259								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Units of Limited Partner Interest	12/31/2008		P	V	3,598 ⁽¹⁾	A	⁽¹⁾	31,119	D	
Units of Limited Partner Interest	11/11/2008		P		3,000	A	\$14.37	34,119	D	
Units of Limited Partner Interest	01/23/2009		A ⁽²⁾		8,862	A	⁽²⁾	42,981	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

- During the fiscal year under the Cedar Fair, L.P. Distribution Reinvestment and Employee Unit Purchase Plan, 3,598 units were acquired at prices ranging from \$17.02 to \$24.32. These transactions are exempt under rule 16a-11.
- These units were granted pursuant to the Partnership's 2008 Omnibus Incentive Plan.

Signatures

[Michael D. Kwiatkowski](#)

** Signature of Reporting Person

[01/26/2009](#)

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.