CEDAR FAIR L P

Form 4

July 07, 2005

# 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

(Print or Type Responses)

| 1. Name and Address of Reporting Person *<br>**FALFAS JACOB T** | 2. Issuer Name **and** Ticker or Trading Symbol<br>**CEDAR FAIR L P [FUN]** | 5. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable) |
|---|---|---|
| (Last)  (First)  (Middle)<br><br>ONE CEDAR POINT DR., C/O CEDAR FAIR LP | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/05/2005 | _____ Director  _____ 10% Owner<br>__X__ Officer (give title _____ Other (specify below)  below)<br>Chief Operating Officer |
| (Street)<br><br><br>SANDUSKY, OH 44870-5259 | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |
| (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 | 07/05/2005 | | P | | 8,000 | A | $ 32.08 | 54,762 | D | |
| Units of Limited Partner Interest | | | | | | | | 3,953 | I | By self as custodian for children |

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

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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) | | 8. Pri Deriv Secur (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Call options to purchase limited partnership units | $ 20.6 | | | | | | | (1) | 03/07/2011 | Units of Limited Partner Interest | 5,000 | |
| Call options to purchase limited partnership units | $ 20.6 | | | | | | | (2) | 03/07/2011 | Units of Limited Partner Interest | 15,000 | |
| Call options to purchase limited partnership units | $ 24.14 | | | | | | | (3) | 03/07/2012 | Units of Limited Partner Interest | 15,000 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| FALFAS JACOB T ONE CEDAR POINT DR. C/O CEDAR FAIR LP SANDUSKY, OH 44870-5259 | | | Chief Operating Officer | |

## Signatures

| Jacob T. Falfas | 07/07/2005 |
|---|---|
| **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 20% per year on each anniversary date, beginning on March 7, 2001.

**(2)**   Options vest at a rate of 20% per year on each anniversary date, beginning on March 7, 2002.

**(3)**   Options vest at a rate of 20% per year on each anniversary date, beginning on March 7, 2003.

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.