Zimmerman Richard Form 4 March 15, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Zimmerman Richard Issuer Symbol CEDAR FAIR L P [FUN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title ONE CEDAR POINT DRIVE 03/13/2012 below) below) Chief Operating Officer (Street) 6. Individual or Joint/Group Filing(Check 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

SANDUSKY, OH 44870

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		4. Securities nAcquired (A) or		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	1			Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
		(Month/Day/Teat)	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Units of Limited Partner Interest	03/13/2012		M	7,521	A	(1)	28,272	D	

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. Transactio Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year	Date		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	<u>(2)</u>	03/13/2012		M	7,521	03/13/2012	(3)	Units of Limited Partner Interest	7,521	
Phantom Units	<u>(2)</u>					03/04/2013(4)	03/04/2014(4)	Units of Limited Partner Interest	4,135	
Phantom Units	(2)					03/03/2014(5)	03/03/2015(5)	Units of Limited Partner Interest	2,575	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Zimmerman Richard

ONE CEDAR POINT DRIVE Chief Operating Officer

SANDUSKY, OH 44870

Signatures

/s/ Richard A.
Zimmerman
03/15/2012

**Signature of Reporting 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) These units were granted pursuant to the Partnership's 2008 Omnibus Incentive Plan.
- (2) Each phantom unit is the economic equivalent of one limited partner unit in Cedar Fair, L.P.

Reporting Owners 2

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- (3) Half of this award vested in March 2012. The remaining phantom units will vest in March 2013, assuming the grantee continues to be employed with the Company.
- (4) This award vests in two equal installments on March 4, 2013 and 2014, respectively, assuming the grantee continues to be employed with the Company.
- (5) This award vests in two equal installments on March 3, 2014 and 2015, respectively, assuming the grantee continues to be employed with the Company.

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.