

DECKER ROBERT A

Form 5

February 07, 2013

FORM 5**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).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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
Number: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
response... 1.0

1. Name and Address of Reporting Person *
DECKER ROBERT A

(Last) (First) (Middle)

ONE CEDAR POINT DRIVE

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
CEDAR FAIR L P [FUN]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2012

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)
Corp VP, Planning & Design

6. Individual or Joint/Group Reporting

(check applicable line)

SANDUSKY, OH 448705259

__X__ Form Filed by One Reporting Person
____ 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) (A) or Amount (D) Price	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 Â	29,904 ⁽¹⁾	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)	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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Call options to purchase limited partnership units	\$ 29.53	Â	Â	Â	Â	Â	Â <u>(2)</u>	03/27/2022	Units of Limited Partner Interest	10,8
Phantom Units	Â	Â	Â	Â	Â	Â	Â <u>(4)</u>	Â <u>(4)</u>	Units of Limited Partner Interest	6,8
Phantom Units	Â	Â	Â	Â	Â	Â	03/04/2013 ⁽⁵⁾	03/04/2014 ⁽⁵⁾	Units of Limited Partner Interest	9,4
Phantom Units	Â	Â	Â	Â	Â	Â	03/03/2014 ⁽⁶⁾	03/04/2015 ⁽⁶⁾	Units of Limited Partner Interest	6,5
Phantom Units	Â	Â	Â	Â	Â	Â	Â <u>(4)</u>	Â <u>(4)</u>	Units of Limited Partner Interest	6,9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DECKER ROBERT A ONE CEDAR POINT DRIVE SANDUSKY, OH 448705259	Â	Â	Â Corp VP, Planning & Design	Â

Signatures

Robert A.
Decker

02/07/2013

 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) During the fiscal year under the Cedar Fair, L.P. Distribution Reinvestment and Employee Unit Purchase Plan, 818 units were acquired at prices ranging from \$28.06 to \$34.36. These transactions are exempt under rule 16a-11
- (2) Options vest at a rate of 33% per year on each anniversary date, beginning on March 27, 2013.
- (3) Each phantom unit is the economic equivalent of one limited partner unit in Cedar Fair, L.P.
- (4) This award vests in March 2013, assuming the grantee continues to be employed with the Company.
- (5) This award vests in two equal installments on March 4, 2013 and 2014, respectively, assuming the grantee continues to be employed with the Company.
- (6) 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 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.