Witherow Brian C Form 5 February 13, 2012

Interest

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Witherow Brian C Symbol CEDAR FAIR L P [FUN] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) Director 10% Owner X _ Officer (give title Other (specify 12/31/2011 below) below) ONE CEDAR POINT DRIVE Executive VP & CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) SANDUSKY, Â OHÂ 44870 _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 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Transaction Acquired (A) or Securities Form: Direct Indirect Execution Date, if (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 3, 4 and 5) (Instr. 8) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Units of Limited Â Â Â Â Â Â Â $8,286 \frac{(1)}{(2)} \frac{(2)}{(2)}$ D Partner Interest Units of Limited Â Â Â Â Â $1.370^{(3)}$ Ι By Spouse Partner

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)				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	\$ 22.65	Â	Â	Â	Â	Â	(4)	11/07/2012	Units of Limited Partner Interest	1,000
Call options to purchase limited partnership units	\$ 28.45	Â	Â	Â	Â	Â	(5)	11/06/2013	Units of Limited Partner Interest	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Othe		
Witherow Brian C ONE CEDAR POINT DRIVE SANDUSKY, Â OHÂ 44870	Â	Â	Executive VP & CFO	Â		

Signatures

Brian C.	02/13/2012
Witherow	02/13/2012
**Signature of Reporting Person	Date

Reporting Owners 2

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, 419 units were acquired at prices ranging from \$18.00 to \$21.92. These transactions are exempt under rule 16a-11.
- (2) During the fiscal year under a broker administered distribution reinvestment plan, 74 units were acquired at prices ranging from \$18.84 to \$21.84. These transactions are exempt under rule 16a-11.
- Ouring the fiscal year under the Cedar Fair, L.P. Distribution Reinvestment and Employee Unit Purchase Plan, 63 units were acquired at prices ranging from \$18.84 to \$21.84. These transactions are exempt under rule 16a-11.
- (4) Options vest at a rate of 20% per year on each anniversary date, beginning on November 7, 2003.
- (5) Options vest at a rate of 20% per year on each anniversary date, beginning on November 6, 2004.

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.