

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

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 Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

1. Name and Address of Reporting Person *
Ouimet Matthew A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
01/17/2018

 X Director 10% Owner
 X Officer (give title Other (specify
below) below)

Executive Chairman

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

SANDUSKY, OH 44870

(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	01/17/2018		S ⁽¹⁾		2,000	D \$ <u>64.69</u> ⁽²⁾	243,057	D	
Units of Limited Partner Interest							1,000	I	By Spouse

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

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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. Puts, Calls, Warrants, Options, Convertible Securities, and Other Derivative Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
call options to purchase limited partnership units	\$ 36.95							<u>(3)</u>	02/26/2023	Units of Limited Partner Interest	122,492
call options to purchase limited partnership units	\$ 29.53							<u>(4)</u>	03/27/2022	Units of Limited Partner Interest	86,387
Restricted Units	<u>(5)</u>							<u>(6)</u>	<u>(6)</u>	Units of Limited Partner Interest	62,117

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ouimet Matthew A ONE CEDAR POINT DRIVE SANDUSKY, OH 44870	X		Executive Chairman	

Signatures

Matthew A. Ouimet 01/18/2018

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 25, 2017.

(2) The price reported in Column 4 is a weighted average price. These units were sold in multiple transactions ranging from \$64.44 to \$64.92, inclusive. The reporting person undertakes to provide to Cedar Fair, L.P., any unit holder of Cedar Fair, L.P., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of units sold at each separate price within the ranges set forth in this footnote.

(3) Options vest at a rate of 33% per year on each anniversary date, beginning on February 26, 2014.

(4) Options vest at a rate of 33% per year on each anniversary date, beginning on March 27, 2013.

(5) Represents restricted units acquired by the reporting person upon satisfaction of performance period. Each restricted unit is the economic equivalent of one limited partner unit in Cedar Fair, L.P.

(6) Units vest on December 31, 2018.

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.