

CEDAR FAIR L P
Form 5
February 11, 2005

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 *
KINZEL RICHARD L

(Last) (First) (Middle)

ONE CEDAR POINT DR.,Â C/O
CEDAR FAIR LP

(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)
12/31/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President & CEO

6. Individual or Joint/Group Reporting

(check applicable line)

SANDUSKY,Â OHÂ 44870-5259

(City) (State) (Zip)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

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 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	11/18/2004	Â	W	1,659 A \$ 0	454,626	D	Â
Units of Limited Partner Interest	Â	Â	Â	Â Â Â	5,330 ⁽¹⁾	I	By spouse as custodian for grandchildren under UGMA
	Â	Â	Â	Â Â Â	39,734 ⁽²⁾	I	

Units of
Limited
Partner
InterestBy spouse's
trustUnits of
Limited
Partner
Interest

Â

Â

Â

Â

Â

Â

383,020

I ⁽³⁾By Cedar
Point
Executives,
Inc.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)

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	\$ 20.6	Â	Â	Â	Â Â Â ⁽⁴⁾	03/07/2011	Units of Limited Partner Interest 80,000
Call options to purchase limited partnership units	\$ 20.6	Â	Â	Â	Â Â Â ⁽⁵⁾	03/07/2011	Units of Limited Partner Interest 150,000
Call options to purchase limited partnership units	\$ 24.14	Â	Â	Â	Â Â Â ⁽⁶⁾	03/07/2012	Units of Limited Partner Interest 150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KINZEL RICHARD L ONE CEDAR POINT DR. C/O CEDAR FAIR LP SANDUSKY, OH 44870-5259	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> Chairman, President & CEO	<input type="checkbox"/>

Signatures

Richard L.
Kinzel

02/11/2005

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) During the fiscal year under a broker administered distribution reinvestment plan, 287 units were acquired at prices ranging from \$30.13 to \$33.43. These transactions are exempt under rule 16a-11.
- (2) During the fiscal year under a broker administered distribution reinvestment plan, 2,146 units were acquired at prices ranging from \$30.13 to \$33.43. These transactions are exempt under rule 16a-11.
- (3) Reporting person disclaims beneficial ownership of all but 51,620 units held by Cedar Point Executives, Inc.
- (4) Options vest at a rate of 20% per year on each anniversary date, beginning on March 7, 2001.
- (5) Options vest at a rate of 20% per year on each anniversary date, beginning on March 7, 2002.
- (6) 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 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.