

CEDAR FAIR L P  
Form 4/A  
May 31, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JACKSON BRUCE A

(Last) (First) (Middle)

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

(Street)

SANDUSKY, OH 44870-5259

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/24/2005

4. If Amendment, Date Original Filed(Month/Day/Year)  
05/27/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Corporate V.P. - Finance & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|-----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Units of Limited Partner Interest | 05/24/2005                           |  | J <sup>(1)</sup>               |   | 18,340  | A  | \$ 11.19<br><u>(1)</u>            |
| Units of Limited Partner Interest | 05/24/2005                           |  | M                              |   | 4,812   | A  | \$ 20.6 143,974                   |
| Units of Limited Partner Interest | 05/24/2005                           |  | M                              |   | 4,850   | A  | \$ 24.14 148,824                  |

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|                                   |            |   |       |   |          |         |   |           |
|-----------------------------------|------------|---|-------|---|----------|---------|---|-----------|
| Units of Limited Partner Interest | 05/25/2005 | S | 7,802 | D | \$ 31.04 | 141,022 | D |           |
| Units of Limited Partner Interest |            |   |       |   |          | 2,000   | 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 required to respond unless the form displays a currently valid OMB control number.**

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Call options to purchase limited partnership units | \$ 20.6  | 05/24/2005                           |  | M                              | 4,000   | <u>(2)</u> 03/07/2011                                    | Units of Limited Partner Interest 4,000                       |
| Call options to purchase limited partnership units | \$ 20.6  | 05/24/2005                           |  | M                              | 10,000  | <u>(3)</u> 03/07/2011                                    | Units of Limited Partner Interest 10,000                      |
| Call options to purchase limited partnership units | \$ 24.14   | 05/24/2005                           |  | M                              | 21,000  | <u>(4)</u> 03/07/2012                                    | Units of Limited Partner Interest 21,000                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| JACKSON BRUCE A<br>ONE CEDAR POINT DR.<br>C/O CEDAR FAIR LP<br>SANDUSKY, OH 44870-5259 |               |           | Corporate V.P. - Finance & CFO |       |

## Signatures

|                                    |            |
|------------------------------------|------------|
| Bruce A.<br>Jackson                | 05/31/2005 |
| **Signature of<br>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) Units of limited partner interest acquired through exercise of floating-price options previously exempt from reporting under Rule 16b-3.
- (2) Options vest at a rate of 20% per year on each anniversary date, beginning on March 7, 2001.
- (3) Options vest at a rate of 20% per year on each anniversary date, beginning on March 7, 2002.
- (4) 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 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.