

HILDEBRANDT H JOHN

Form 5

February 13, 2006

**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: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
HILDEBRANDT H JOHN

(Last) (First) (Middle)

ONE CEDAR POINT DRIVE

(Street)

SANDUSKY, OH 44870

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
CEDAR FAIR L P [FUN]3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/20054. 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)

VP &amp; GM - Cedar Point

6. Individual or Joint/Group Reporting

(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<br>Security<br>(Instr. 3)      | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Units of<br>Limited<br>Partner<br>Interest | Â                                       | Â                                                           | Â                                       | Â Â Â Â<br>Amount (D) Price                                                | 27,080 <sup>(1)</sup>                                                                                        | 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<br>Derivative<br>Security<br>(Instr. 3)               | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) | 8.<br>D<br>S<br>(I                     |
|-------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------|
|                                                                   |                                                                       |                                         |                                                             |                                         | (A) (D)                                                                                                               | Date<br>Exercisable<br>Expiration<br>Date                      | Title                                                                  | Amount<br>or<br>Number<br>of<br>Shares |
| Call<br>options to<br>purchase<br>limited<br>partnership<br>units | \$ 20.6                                                               | Â                                       | Â                                                           | Â                                       | Â Â Â <u>(2)</u>                                                                                                      | 03/07/2011                                                     | Units of<br>Limited<br>Partner<br>Interest                             | 1,000                                  |
| Call<br>options to<br>purchase<br>limited<br>partnership<br>units | \$ 22.65                                                              | Â                                       | Â                                                           | Â                                       | Â Â Â <u>(3)</u>                                                                                                      | 11/07/2012                                                     | Units of<br>Limited<br>Partner<br>Interest                             | 3,000                                  |
| Call<br>options to<br>purchase<br>limited<br>partnership<br>units | \$ 28.45                                                              | Â                                       | Â                                                           | Â                                       | Â Â Â <u>(4)</u>                                                                                                      | 11/06/2013                                                     | Units of<br>Limited<br>Partner<br>Interest                             | 1,500                                  |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                                  |       |
|---------------------------------------------------------------------|---------------|-----------|----------------------------------|-------|
|                                                                     | Director      | 10% Owner | Officer                          | Other |
| HILDEBRANDT H JOHN<br>ONE CEDAR POINT DRIVE<br>SANDUSKY,Â OHÂ 44870 | Â             | Â         | Â VP &<br>GM -<br>Cedar<br>Point | Â     |

## Signatures

H. John  
Hildebrandt 02/13/2006

\*\*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, 428 units were acquired at prices ranging from \$27.58 to \$33.32. These transactions are exempt under rule 16a-11.
- (2) Options vest at a rate of 20% per year on each anniversary date, beginning on March 7, 2002.
- (3) Options vest at a rate of 20% per year on each anniversary date, beginning on November 7, 2003.
- (4) 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.