

MCGONIGLE JOHN W
Form 4
February 23, 2011

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
MCGONIGLE JOHN W

2. Issuer Name and Ticker or Trading Symbol
FEDERATED INVESTORS INC
/PA/ [FII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman, Sec, Exec VP

FEDERATED INVESTORS
TOWER, 1001 LIBERTY AVENUE

(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

PITTSBURGH, PA 15222-3779

(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 Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Class B Common Stock	02/18/2011		S		35,289	D	<u>(1)</u> 3,425,324 <u>(2)</u>	I Held indirectly by Fairview Partners, L.P.
Class B Common Stock	02/18/2011		S		863	D	<u>(3)</u> 95,908 <u>(2)</u>	I Held indirectly by 713 Investment Partners LP
	02/18/2011		G ⁽⁴⁾	V	823	D	<u>(4)</u> 3,425,324 <u>(2)</u>	I

Class B Common Stock									Held indirectly by Fairview Partners, L.P.	
Class B Common Stock	02/18/2011		G ⁽⁵⁾	V	20	D	(5)	95,908 ⁽²⁾	I	Held indirectly by 713 Investment Partners LP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGONIGLE JOHN W FEDERATED INVESTORS TOWER 1001 LIBERTY AVENUE PITTSBURGH, PA 15222-3779	X		Vice Chairman, Sec, Exec VP	

Signatures

/s/ Gail C. Jones
(Attorney-in-Fact) 02/23/2011

**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).

The reported securities are held by Fairview Partners, a limited partnership of which 713 Investment Corp is the sole general partner. Mr. McGonigle and his wife are shareholders and directors of 713 Investment Corp. On February 18, 2011, the reporting person and his wife sold 900 non-voting shares of 713 Investment Corp to The John W. and Mary Ita McGonigle Grantor Dynasty Trust established for the

- (1) benefit of the reporting person's descendants. The 900 shares were sold in exchange for notes, equal to the value of the 900 shares and was done for family wealth transfer purposes. The FII Class B common stock held by Fairview Partners was valued at \$27.95 per share on the date of the transaction. The reporting person disclaims beneficial ownership of the FII Class B Common Stock held by Fairview Partners except to the extent of his pecuniary interest therein. This transaction did not involve any public sale of shares.
- (2) In addition to the holdings set forth in Table I: 19,453 Shares held indirectly by Grantor Trusts.

The reported securities are held by 713 Investment Partners, a limited partnership of which 713 Investment Corp is the sole general partner. Mr. McGonigle and his wife are shareholders and directors of 713 Investment Corp. On February 18, 2011, the reporting person and his wife sold 900 non-voting shares of 713 Investment Corp. to The John W. and Mary Ita McGonigle Grantor Dynasty Trust established for the benefit of the reporting person's descendants. The 900 shares were sold in exchange for notes, equal to the value of the

- (3) 900 shares and was done for family wealth transfer purposes. The FII Class B common stock held by 713 Investment Partners was valued at \$27.95 per share on the date of the transaction. The reporting person disclaims beneficial ownership of the FII Class B Common Stock held by 713 Investment Partners except to the extent of his pecuniary interest therein. This transaction did not involve any public sale of shares.

The reported securities are held by Fairview Partners, a limited partnership of which 713 Investment Corp is the sole general partner. Mr. McGonigle and his wife are shareholders and directors of 713 Investment Corp. On February 18, 2011, the reporting person and his wife

- (4) gifted 21 voting shares of 713 Investment Corp. to their children. The reporting person disclaims beneficial ownership of the FII Class B Common Stock held by Fairview Partners except to the extent of his pecuniary interest therein. This transaction did not involve any public sale of shares and was done for family wealth transfer purposes.

The reported securities are held by 713 Investment Partners, a limited partnership of which 713 Investment Corp is the sole general partner. Mr. McGonigle and his wife are shareholders and directors of 713 Investment Corp. On February 18, 2011, the reporting person

- (5) and his wife gifted 21 voting shares of 713 Investment Corp. to their children. The reporting person disclaims beneficial ownership of the FII Class B Common Stock held by 713 Investment Partners except to the extent of his pecuniary interest therein. This transaction did not involve any public sale of shares and was done for family wealth transfer purposes.

Remarks:

The Power of Attorney dated July 15, 2009 is incorporated by reference.

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.