

FISHER JOHN B
Form 4
March 05, 2009

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 *
FISHER JOHN B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Pres & CEO Fed Invmt Mngmt Co

(Last) (First) (Middle)

1001 LIBERTY AVENUE, FEDERATED INVESTORS TOWER

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2009

PITTSBURGH, PA 15222-3779

(City) (State) (Zip)

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

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)	
				(A) or (D)	Price			
Class B Common Stock	03/04/2009		S	1,184	D	\$ 18.5214	433,325 ⁽¹⁾ ₍₂₎	D
Class B Common Stock	03/04/2009		S	1,100	D	\$ 18.53	432,225 ⁽¹⁾ ₍₂₎	D
Class B Common Stock	03/04/2009		S	1,023	D	\$ 18.54	431,202 ⁽¹⁾ ₍₂₎	D

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Class B Common Stock	03/04/2009		S	400	D	\$ 18.55	430,802 ⁽¹⁾ <u>(2)</u>	D
Class B Common Stock	03/04/2009		S	523	D	\$ 18.56	430,279 ⁽¹⁾ <u>(2)</u>	D

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

FISHER JOHN B
1001 LIBERTY AVENUE
FEDERATED INVESTORS TOWER
PITTSBURGH, PA 15222-3779

Relationships

Director 10% Owner Officer Other

Pres & CEO Fed Invtmt Mngmt Co

Signatures

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

03/05/2009

**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) This includes 30,582 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) Plan.
- (2) In addition to the holdings set forth in Table I: 17,500 shares are held indirectly by Rosewood Limited Partnership.

Remarks:

The Power of Attorney dated July 26, 2006 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.

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