

DONAHUE THOMAS R
Form 4
December 21, 2009

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 *
DONAHUE THOMAS R

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)
12/17/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, CFO, and Treasurer

C/O FEDERATED INVESTORS INC., 1001 LIBERTY AVE

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Class B Common Stock	12/17/2009		G	V 8,000 D	\$ 0	534,396 ⁽¹⁾ <u>(2)</u>	D
Class B Common Stock	12/17/2009		G	V 1,000 A	\$ 0	138,665 ⁽²⁾	I Held indirectly by Power of Attorney.
Class B Common Stock	12/17/2009		G ⁽³⁾	V 1,000 A	\$ 0	153,965 ⁽²⁾	I Held indirectly by children.

Class B Common Stock	12/17/2009	G V 4,000 A \$ 0 376,779 ⁽²⁾ I	Held indirectly by J. Christopher Donahue as custodian for minor children.
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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONAHUE THOMAS R C/O FEDERATED INVESTORS INC. 1001 LIBERTY AVE PITTSBURGH, PA 15222-3779			VP, CFO, and Treasurer	

Signatures

/s/ Gail C. Jones (Attorney-in-Fact)	12/21/2009
**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 72 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) Plan.

In addition to the holdings set forth in Table I: 3,509 shares are held indirectly by spouse; 82 shares are held indirectly by AWOL, Inc.;

(2) 38,729 shares are held indirectly by Bay Road Partners; 298,559 shares are held indirectly by the Beechwood Company, L.P.; 82,755 shares are held indirectly by Comax Partners Limited Partnership; and 1,005,550 shares are held indirectly by MaxFund Partners; L.P.

(3) Gift to children that share Mr. Donahue's household.

Remarks:

The Power of Attorney dated July 16, 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.

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