

FEDERATED INVESTORS INC /PA/  
Form 8-K  
October 28, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Act of 1934**

**Date of Report (Date of earliest event reported): October 28, 2005 (October 27, 2005)**

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**FEDERATED INVESTORS, INC.**

(Exact name of registrant as specified in its charter)

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**Pennsylvania**  
(State or other jurisdiction

of incorporation)

**001-14818**  
(Commission File Number)

**25-1111467**  
(I.R.S. Employer

Identification No.)

**Federated Investors Tower**

**Pittsburgh, Pennsylvania 15222-3779**

(Address of principal executive offices, including zip code)

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(412) 288-1900

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On October 27, 2005, Federated Investors, Inc. issued the earnings press release attached hereto as Exhibit 99.1 to report third quarter 2005 results.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits:

Exhibit 99.1 Earnings press release issued by Federated Investors, Inc. dated October 27, 2005

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FEDERATED INVESTORS, INC.  
(REGISTRANT)

Dated: October 28, 2005

By: /s/ Thomas R. Donahue

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Thomas R. Donahue  
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Earnings press release issued by Federated Investors, Inc. dated October 27, 2005