

OCONNOR EDWARD G
 Form 4
 December 02, 2005

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 *
 OCONNOR EDWARD G

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)
 FEDERATED INVESTORS
 TOWER, 4288 GREEN GLADE
 COURT

3. Date of Earliest Transaction (Month/Day/Year)
 11/30/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 ALLISON PARK, PA 15101-1202

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

(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		
Class B Common Stock	11/30/2005		M	5,500	A \$ 29	10,351	D
Class B Common Stock	11/30/2005		M	2,250	A \$ 31.9	12,601	D
Class B Common Stock	11/30/2005		M	3,000	A \$ 30.42	15,601	D

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Class B Common Stock	11/30/2005		M	3,000	A	\$ 27.44	18,601	D
Class B Common Stock	11/30/2005		S	1,250	D	\$ 36.61	17,351	D
Class B Common Stock	11/30/2005		S	10,600	D	\$ 36.6	6,751	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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Exercise of Stock Option	\$ 29	11/30/2005		M	5,500	⁽¹⁾ 04/25/2011	Class B Common Stock	5,500	
Exercise of Stock Option	\$ 31.9	11/30/2005		M	2,250	04/24/2002 04/24/2012	Class B Common Stock	2,250	
Exercise of Stock Option	\$ 30.42	11/30/2005		M	3,000	04/19/2004 04/19/2014	Class B Common Stock	3,000	
Exercise of Stock Option	\$ 27.44	11/30/2005		M	3,000	04/28/2005 04/28/2015	Class B Common Stock	3,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OCONNOR EDWARD G FEDERATED INVESTORS TOWER 4288 GREEN GLADE COURT ALLISON PARK, PA 15101-1202	X			

Signatures

/s/Kary A. Moore (attorney-in-fact)	12/02/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) The option vested and was exercisable in 3 annual installments beginning on 4/25/02.

Remarks:

The Power of Attorney filed February 24, 2003 is incorporated herein 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.