

FEDERATED INVESTORS INC /PA/

Form 4

March 14, 2006

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DONAHUE J CHRISTOPHER

(Last) (First) (Middle)

**C/O FEDERATED INVESTORS,
INC., FEDERATED INVESTORS
TOWER**

(Street)

PITTSBURGH, PA 15222-3779

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**FEDERATED INVESTORS INC
/PA/ [FII]**

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

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)			
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	03/10/2006		S		123.08	D	\$ 37.81	190,033.91 <u>(1)</u> <u>(2)</u> <u>(3)</u>	I	Indirect by Comax Partners Limited Partnership
Class B Common Stock	03/10/2006		S		192.31	D	\$ 37.82	189,841.6 <u>(2)</u> <u>(3)</u>	<u>(1)</u> I	Indirect by Comax Partners Limited Partnership

Class B									Indirect by
Common	03/10/2006	S	46.15	D	\$	189,795 ⁽¹⁾	I		Comax
Stock					37.83	<u>(2)</u> <u>(3)</u> <u>(4)</u>			Partners
									Limited
									Partnership

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
DONAHUE J CHRISTOPHER C/O FEDERATED INVESTORS, INC. FEDERATED INVESTORS TOWER PITTSBURGH, PA 15222-3779	X		President and CEO	

Signatures

/s/ Kary A. Moore
(Attorney-in-Fact) 03/14/2006

__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)

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The Federated Investors, Inc. Shares reported represent Mr. Donahue's proportional beneficial interest in the total shares held by Comax Partners Limited Partnership.

- (2) In addition: 3,747,600 shares are held directly (this includes 136,524 shares held in Federated's Profit Sharing/401(k) Plan); 50,726 shares are held indirectly by his spouse; 974,666 shares are held indirectly by his children; 637,706 shares are held indirectly by Power of Attorney; and 302,481 shares are held indirectly by the Beechwood Company (this amount represents Mr. Donahue's proportional interest in the FII shares held by the Beechwood Company).
- (3) This filing consists of two Forms 4. This form is form 2 of 2.
- (4) Final holdings amount rounded to nearest whole share.

Remarks:

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Power of Attorney filed February 6, 2003 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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