DONAHUE THOMAS R

Form 4

October 01, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

Expires:

January 31, 2005

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

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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 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * DONAHUE THOMAS R | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|---|---|--|--|--|
| | FEDERATED INVESTORS INC /PA/ [FII] | (Check all applicable) | | | |
| (Last) (First) (Middle) C/O FEDERATED INVESTORS, INC., 1001 LIBERTY AVE | 3. Date of Earliest Transaction (Month/Day/Year) 09/29/2010 | Director 10% OwnerX Officer (give title Other (specify below) VP, CFO, and Treasurer | | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| PITTSBURGH, PA 15222-3779 | | Form filed by More than One Reporting | | | |

| (City) | (State) | (Zip) Tal | ole I - Non- | -Derivative | Secu | rities Acqui | red, Disposed of, | or Beneficial | ly Owned |
|--------------------------------------|--------------------------------------|---|--|----------------------------|-------|----------------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | or Dispose (Instr. 3, 4 | ed of | ` ′ | 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) |
| Class B Common Stock | 09/29/2010 | | S <u>(1)</u> | 12,190 | D | \$ 22.8678 (2) | 26,539 <u>(3)</u> | I | Held indirectly by Bay Road Partners |
| Class B Common Stock | 09/30/2010 | | S <u>(1)</u> | 26,539 | D | \$ 22.8076 (4) | 0 (3) | I | Held indirectly by Bay Road Partners |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of I | Derivative Security |
|---|---------------------|
| 1 | Security |
| Security or Exercise any Code of (Month/Day/Year) Underlying S | occurry |
| (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities (| (Instr. 5) |
| Derivative Securities (Instr. 3 and 4) | |
| Security Acquired | |
| (A) or | |
| Disposed | |
| of (D) | |
| (Instr. 3, | |
| 4, and 5) | |
| Amount | |
| Amount | |
| Date Expiration or Title Number | |
| Exercisable Date Title Number of | |
| Code V (A) (D) Shares | |

Reporting Owners

Relationships Reporting Owner Name / Address

> 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)

10/01/2010

**Signature of Reporting Person

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).
- Represents the sale of shares by a partnership in which the reporting person has an indirect interest, and in which the reporting person **(1)** disclaims beneficial ownership.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.71 to \$23.03 inclusive. The reporting person undertakes to provide to Federated Investors, Inc., any security holder of Federated Investors,
- Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) In addition to the holdings set forth in Table I: 551,951 shares held directly(this includes 72 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) Plan); 4,409 shares are held indirectly by spouse; 1,005,550 shares are held

Reporting Owners 2

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indirectly by MaxFund Partners, L.P.; 82 shares are held indirectly by AWOL, Inc.; 298,559 shares are held indirectly by the Beechwood Company, L.P.; 82,755 shares are held indirectly by Comax Partners Limited Parntership; 138,665 shares are held indirectly by POA; 313,780 shares are held indirectly by children; and 216,964 shares are held indirectly by J. Christopher Donahue as custodian for minor children.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.61 to 23.17 inclusive. The reporting person undertakes to provide to Federated Investors, Inc., any security holder of Federated Investors, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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. 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.