DONAHUE J CHRISTOPHER

Form 4

February 03, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB 3235-0287

OMB APPROVAL

Number: January 31,

Expires:

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obligations

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 may continue.

See Instruction

1(b).

(Print or Type Responses)

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

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)

(City)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 02/02/2011

_X__ Director 10% Owner X_ Officer (give title Other (specify

President and CEO

C/O FEDERATED INVESTORS, INC., 1001 LIBERTY AVE

(Street)

(State)

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 Form filed by More than One Reporting

below)

PITTSBURGH, PA 15222

(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. Transactic Code (Instr. 8)	4. Securitie orDisposed o (Instr. 3, 4	f (D)	uired (A) or Price	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	02/02/2011		M	100,000	A	\$ 24.875	3,369,062 <u>(1)</u> <u>(2)</u>	D		
Class B Common Stock	02/02/2011		S	10,000	D	\$ 26.6936 (3)	3,269,062 (1) (2)	D		

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

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number.

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. Transactic Code (Instr. 8)	orDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Employee Stock Option (right to buy)	\$ 24.875	02/02/2011		M		100,000	06/30/2010	06/30/2011	Class B Common Stock	100,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DONAHUE J CHRISTOPHER C/O FEDERATED INVESTORS, INC. 1001 LIBERTY AVE PITTSBURGH, PA 15222	X		President and CEO				

Signatures

/s/ Gail C. Jones

(Attorney-in-Fact) 02/03/2011

**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 136,524 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit/401(k) Plan.
- In addition to the holdings set forth in Table I: 66,586 shares are held indirectly by spouse; 592,766 shares are held indirectly by Power of (2) Attorney; 82 shares are held indirectly by AWOL, Inc.; 298,559 shares are held indirectly by the Beechwood Company, L.P.; and 82,755 shares are held indirectly by Comax Partners Limited Partnership.
 - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.52 to \$26.88 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 15, 2009 is incorporated by reference.

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