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FEDERATED INVESTORS INC /PA/

Form 4

August 06, 2013

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

FEDERATED INVESTORS INC

Symbol

/PA/ [FII]

burden hours per response... 0.5

Estimated average

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

See Instruction

1(b).

(Print or Type Responses)

FISHER JOHN B

1. Name and Address of Reporting Person *

				,							
	, ,	(Middle)		of Earliest /Day/Year) 2013		n		Director _X_ Officer (giv below)		% Owner her (specify	
PITTSBUI	(Street)	3779	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 Person			
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivativ	e Sec	urities Acqu	iired, Disposed o	f, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8) Code V	Or Dispo (Instr. 3, Amount	(A) or (D)	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)	
Common Stock	08/02/2013			S <u>(1)</u>	837	D	29.3325 (2)	469,788	D		
Class B Common Stock								40,000	I	Held indirectly by Rosewood Limited Partnership	
								30,582	I		

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Class B	Held
Common	indirectly
Stock	by 401(k)
	Plan

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control 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)	4. Transaction Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

FISHER JOHN B 1001 LIBERTY AVENUE FEDERATED INVESTORS TOWER **PITTSBURGH, PA 15222-3779**

Vice President

Signatures

/s/ John D. Martini 08/06/2013 (Attorney-in-Fact)

**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) Represents a sale of shares to satisfy tax obligations arising from the vesting of restricted shares of stock.

Reporting Owners 2

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The price reported in Column 4 is a weighted average price. These shares were sold in 4 transactions at prices ranging from \$29.3256 to \$29.35 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 June 12, 2012 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.