

FEDERATED INVESTORS INC /PA/
Form 4
August 12, 2013

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 *
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) (First) (Middle)
5800 CORPORATE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2013

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

PITTSBURGH, PA 15237-7000

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	08/08/2013		J ⁽¹⁾		283,636 ⁽¹⁾	D	\$ 0 ⁽¹⁾	0 ⁽¹⁾	I	Held indirectly by The Beechwood Company, L.P.
Class B Common Stock	08/08/2013		J ⁽¹⁾⁽²⁾		6,514 ⁽²⁾	A	\$ 0 ⁽²⁾	366,391 ⁽³⁾	I	Held indirectly by Comax Partners Limited Partnership

Class B Common Stock	2,204,670	D	
Class B Common Stock	592,766	I	Held indirectly by power of attorney
Class B Common Stock	82	I	Held indirectly by AWOL, Inc.

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONAHUE J CHRISTOPHER 5800 CORPORATE DRIVE PITTSBURGH, PA 15237-7000	X		President & CEO	

Signatures

/s/ John D. Martini
(Attorney-in-Fact) 08/12/2013

**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).

The described transaction did not involve any public sale of shares. On August 8, 2013, two family partnerships (The Beechwood Company, L.P. ("Beechwood") and Comax Partners Limited Partnership ("Comax Partners")) merged, with Comax Partners as the surviving entity (the "Merger"). Beechmax, Inc. ("Beechmax") was the sole general partner of both partnerships prior to the Merger and remains as the sole general partner of Comax Partners post-Merger. Mr. Donahue is a shareholder of Beechmax. Prior to the Merger, Mr. Donahue reported his proportional beneficial interests in Beechwood and Comax Partners as a shareholder of Beechmax, and disclaimed beneficial ownership of FII Class B Common Stock except to the extent of his pecuniary interest therein. As a result of the Merger, all of the FII Class B Common Stock held by Beechwood is now held by Comax Partners. This transaction was undertaken for family wealth planning purposes.

(1)

(2) As a result of the Merger, the number of shares of FII Class B Common Stock in which Mr. Donahue has an indirect interest due to his limited partnership interest in Comax will increase by the amount indicated in Box 4.

The reported securities are held by Comax Partners, a family partnership of which Beechmax is the sole general partner and Mr. Donahue has a limited partnership interest. The shares of FII Class B Common Stock reported represent Mr. Donahue's proportional beneficial interest in shares of issuer securities held by Comax Partners as shareholder of the general partner. Mr. Donahue disclaims beneficial ownership of the FII Class B Common Stock held by Comax Partners except to the extent of his pecuniary interest therein.

(3)

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.

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