

FEDERATED INVESTORS INC /PA/
 Form 4
 November 04, 2016

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 *
MCGONIGLE JOHN W

(Last) (First) (Middle)

FEDERATED INVESTORS, INC., 1001 LIBERTY AVENUE

(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)
05/02/2016

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)
Vice-Chairman, Sec, EVP

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 Ownership (Instr. 4)
Class B Common Stock	05/02/2016		G ⁽¹⁾	V 730 D	1,954,878	I	Held indirectly by Fairview Partners, L.P.
Class B Common Stock					234,873	I	Held indirectly by 713 Investment Partners, L.P.

Class B Common Stock	942,675	I	Held indirectly by John W. McGonigle Revocable Trust
Class B Common Stock	357,305	I	Held indirectly by Mary Ita McGonigle Revocable Trust

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
MCGONIGLE JOHN W FEDERATED INVESTORS, INC. 1001 LIBERTY AVENUE PITTSBURGH, PA 15222-3779	X		Vice-Chairman, Sec, EVP	

Signatures

/s/John D. Martini
(Attorney-in-fact)

11/04/2016

__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 reported securities were held by Fairview Partners, a limited partnership ("Fairview Partners, L.P.") of which 713 Investment Corp. (subsequently renamed Fairview Investment Corp.) was the sole general partner. Mr. McGonigle and his wife were shareholders and directors of 713 Investment Corp. On May 2, 2016, the reporting person and his wife gifted their entire interest in 713 Investment Corp.

- (1) to their children, grandchildren and descendants and resigned as shareholders and directors of 713 Investment Corp. Therefore, the reporting person will have no reporting obligation for Fairview Partners, L.P. in subsequent reports. The reporting person disclaims beneficial ownership of the Federated Investors, Inc. Class B Common Stock held by Fairview Partners, L.P. except to the extent of his pecuniary interest therein. This transaction did not involve any public sale of shares.

Remarks:

The Power of Attorney dated April 24, 2014 is incorporated herein 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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