Territ Thomas E Form 4 August 06, 2009

### FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(City)

1. Name and Address of Reporting Person \* Territ Thomas E

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

Director

FEDERATED INVESTORS INC

(Check all applicable)

Vice President

/PA/ [FII]

08/04/2009

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X\_ Officer (give title below)

10% Owner Other (specify

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

(Street)

(State)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

**PITTSBURGH, PA 15222-3779** 

	Tuble 1 Troit Delivative Securities requ						irea, Disposed of, of Denemerally Owned				
1.Title of 2. Transaction Date Security (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio			cquired (A)	5. Amount of Securities	6. Ownership	7. Nature of Indirect			
(Instr. 3)	any	Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial				
	(Month/Day/Year)	(Instr. 8)				Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)			
				(A)		Reported Transaction(s)	(I) (Instr. 4)	,			
		Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(1115111-1)				
Class B Common 08/04/2009		S <u>(1)</u>	438	D	\$ 25.2316	160,992	D				
Stock					20.2010						

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)

#### Edgar Filing: Territ Thomas E - Form 4

	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Territ Thomas E C/O FEDERATED INVESTORS, INC. 1001 LIBERTY AVE PITTSBURGH, PA 15222-3779

Vice President

# **Signatures**

/s/ Gail C. Jones (Attorney-in-Fact)

08/06/2009

\*\*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.

#### **Remarks:**

The Power of Attorney dated July 15, 2009 is incorporated herein.

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.

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