DONAHUE JOHN F

Form 4 July 28, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DONAHUE JOHN F Issuer Symbol FEDERATED INVESTORS INC (Check all applicable) /PA/ [FII] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) below) C/O FEDERATED INVESTORS. 07/24/2009 Chairman

INC., FEDERATED INVESTORS **TOWER** 

> (Street) 4. If Amendment, Date Original

> > (Zip)

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

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

**PITTSBURGH, PA 15222-3779** 

(State)

1.Title of 3. 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V (D) Price Amount Held

> indirectly by John F. Donahue and

Class B Common

Stock

(City)

07/24/2009

 $G_{(1)}^{(1)}$  V 417,000 D \$0

618,880 (2)

Ι

Rhodora J. Donahue Joint

Revocable Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security (Instr. 3)	or Exercise Price of Derivative		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities		Year)	Under Securi (Instr.	, ,	Security (Instr. 5)	Secur Bene Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed of (D)						Trans (Instr
					(Instr. 3,						(msu
					4, and 5)						
						Date Exercisable	Expiration Date	Title	Amount or Number of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
, <u>, , , , , , , , , , , , , , , , , , </u>	Director	10% Owner	Officer	Other			
DONAHUE JOHN F							
C/O FEDERATED INVESTORS, INC.	X		Chairman				
FEDERATED INVESTORS TOWER	Λ		Chairman				
PITTSBURGH, PA 15222-3779							

## **Signatures**

/s/ Gail C. Jones 07/28/2009 (Attorney-in-Fact) \*\*Signature of Reporting Person

## **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 represents a gift of shares to charity.

In addition to the holdings set forth in Table I: 191,797 shares are held directly; 523,000 shares are held indirectly by Richmond Farm, L.P.; 553,474 shares are held indirectly by Bay Road Partners; 1,068 shares are held indirectly by AWOL, Inc.; 38,821 shares are held indirectly by Comax Land Company of Florida; 5,819 shares are held indirectly by John F. Donahue Revocable Trust; and 5,819 shares are held indirectly by Rhodora J. Donahue Revocable Trust.

#### **Remarks:**

Reporting Owners 2

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The Power of Attorney dated July 26, 2006 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.