

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2012-12-28**
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REPORTING OWNER

DONAHUE THOMAS R

CIK: **1061438**

Type: **4** | Act: **34** | File No.: **001-14818** | Film No.: **13522939**

Mailing Address

*5800 CORPORATE DRIVE
PITTSBURGH PA 15237-7000*

ISSUER

FEDERATED INVESTORS INC /PA/

CIK: **1056288** | IRS No.: **251111467** | State of Incorporation: **PA** | Fiscal Year End: **1231**
SIC: **6282** Investment advice

Mailing Address

*FEDERATED INVESTORS
TOWER
PITTSBURGH PA 15222*

Business Address

*FEDERATED INVESTORS
TOWER
5800 CORPORATE DR
PITTSBURGH PA 15222
4122888141*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person DONAHUE THOMAS R			2. Issuer Name and Ticker or Trading Symbol FEDERATED INVESTORS INC /PA/ [FII]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP, CFO, Treasurer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/28/2012			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
5800 CORPORATE DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) PITTSBURGH, PA 15237-7000								
(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	12/28/2012		<u>G</u>	<u>V</u>	4,236	D	\$ 0	645,467	D	
Class B Common Stock	12/28/2012		<u>G</u>	<u>V</u>	3,177	A	\$ 0	227,251	I	Held indirectly by J. Christopher Donahue as Custodian for minor children
Class B Common Stock	12/28/2012		<u>G</u>	<u>V</u>	1,059	A	\$ 0	304,279	I	Held indirectly by power of attorney
Class B Common Stock	12/31/2012		<u>G</u>	<u>V</u>	50,000	D	\$ 0	595,467	D	
Class B Common Stock								72	I	Held indirectly by 401(k) Plan
Class B Common Stock								4,409	I	Held indirectly by spouse
Class B Common Stock								765,550	I	Held indirectly by MaxFund Partners, L.P.
Class B Common Stock								82	I	Held indirectly by AWOL, Inc.

Class B Common Stock								283,636	I	Held indirectly by Beechwood Company, L.P.
Class B Common Stock								82,755	I	Held indirectly by Comax Partners Limited Partnership

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Remarks:

The Power of Attorney dated June 19, 2012 is incorporated by reference.

Signatures

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

** Signature of Reporting Person

01/10/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.