

SECURITIES AND EXCHANGE COMMISSION

FORM SC TO-C

Written communication relating to an issuer or third party tender offer

Filing Date: 2011-11-07
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SUBJECT COMPANY

**FEDERATED PREMIER INTERMEDIATE MUNICIPAL
INCOME FUND**

CIK:1202806 | IRS No.: 471284989 | State of Incorporation: DE | Fiscal Year End: 1231
Type: SC TO-C | Act: 34 | File No.: 005-84631 | Film No.: 111185507

Mailing Address
4000 ERICSSON DRIVE
WARRENDALE PA
15086-7561

Business Address
4000 ERICSSON DRIVE
WARRENDALE PA
15086-7561
4122881401

FILED BY

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
Tender Offer Statement Under Section 14(D)(1) or 13(E)(1) of the
Securities Exchange Act Of 1934

Federated Premier Intermediate Municipal Income Fund
(Name of Subject Company (Issuer))

Federated Premier Intermediate Municipal Income Fund
(Name of Filing Person (Issuer))

Preferred Shares of Beneficial Interest, Par Value \$0.01 Per Share
(Title of Class of Securities)

31423M204
(CUSIP Number of Class of Securities)

John W. McGonigle, Esquire
Federated Investors Tower
1001 Liberty Avenue
Pittsburgh, Pennsylvania 15222-3779
(412) 288-1900

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of the Person(s) Filing Statement)

With a Copy to:

Jennifer R. Gonzalez, Esq.
K&L Gates LLP
1601 K Street, NW
Washington, DC 20006
Telephone: (202) 778-9000

Calculation of Filing Fee

Transaction Valuation*	Amount Of Filing Fee*
	Not Applicable
	Applicable

* No filing fee is required because this filing includes only preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not Applicable
Form or Registration No.: Not Applicable

Filing Party: Not Applicable
Date Filed: Not Applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

ITEMS 1-11.

Not applicable.

ITEM 12. EXHIBITS.

Exhibit No.	Document
99.1	Press release issued by the Fund dated November 7, 2011.

ITEM 13.

Not applicable.

Federated Municipal Closed-End Funds Announce Intention to Conduct Tender Offers for Preferred Shares

(PITTSBURGH, Pa., November 7, 2011) -- Federated Premier Municipal Income Fund (NYSE: FMN) and Federated Premier Intermediate Municipal Income Fund (NYSE: FPT) today announced that the Board of Trustees of each fund has authorized its respective fund to conduct a voluntary tender offer for up to 100% of the fund's outstanding auction market preferred shares (AMPS). Each fund's tender offer will be at a price equal to 96% of the AMPS' per share liquidation preference of \$25,000 (\$24,000 per share) plus any unpaid dividends accrued through the expiration date of the tender offer. Federated expects to announce additional details, including the timing of the tender offers, as soon as practicable.

Each fund's tender offer will be conditioned upon a minimum of 70% of its outstanding AMPS being tendered and the successful private placement of new preferred shares. The new preferred shares will allow each fund to maintain its current leveraged investment strategy. Additional terms and conditions of the tender offers will be set forth in the funds' tender offer materials. The investment adviser and the Board of each fund believe the tender offer is in the best interests of the fund and its shareholders.

This announcement is not a recommendation, an offer to purchase or a solicitation of an offer to sell shares of the funds. The funds have not yet commenced the tender offers described in this release. Any tender offer will be made only by an offer to purchase, a related letter of transmittal and other documents that will be filed with the Securities and Exchange Commission as exhibits to a tender offer statement on Schedule TO and will be available free of charge at the SEC's website at www.sec.gov. AMPS holders should read the offer to purchase and tender offer statement on Schedule TO and related exhibits for their respective fund when those documents are filed and become available as the documents will contain important information about their fund's tender offer. The funds will also make available, without charge, the offer to purchase and the letters of transmittal.

Federated Investors, Inc. (NYSE: FII) is one of the largest investment managers in the United States, managing \$351.7 billion in assets as of September 30, 2011. With 134 funds, as well as a variety of separately managed account options, Federated provides comprehensive investment management worldwide to approximately 4,800 institutions and intermediaries including corporations, government entities, insurance companies, foundations and endowments, banks and broker/dealers. For more information, visit FederatedInvestors.com.

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Certain statements made in this press release are forward-looking statements. Actual future results or occurrences may differ significantly from those anticipated in any forward-looking statements due to numerous factors. These include, but are not limited to: market developments; legal and regulatory developments; and other additional risks and uncertainties. As a result, neither the company nor any other person assumes responsibility for the accuracy and completeness of such statements in the future.

MEDIA:
Melissa Ryan 412-288-8079

MEDIA:
Meghan McAndrew 412-288-8103