

DONAHUE JOHN F
Form 4
January 04, 2005

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 *
DONAHUE JOHN F

2. Issuer Name and Ticker or Trading Symbol
FEDERATED INVESTORS INC /PA/ [FII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5800 CORPORATE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

PITTSBURGH, PA 15237-7000

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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	(D)	Price			
Class B Common Stock	01/03/2005		J ⁽¹⁾		1,500	D	\$ 0	5,596,750	I	By The Beechwood Company
Class B Common Stock	01/03/2005		G	V	164,000	D	\$ 0	5,432,750 ⁽²⁾	I	By The Beechwood Company
Class B Common Stock	01/03/2005		G	V	164,000	A	\$ 0	164,000	I	By The John F. Donahue and Rhodora J. Donahue Joint Revocable

Class B Common Stock	01/03/2005	G	V	164,000	D	\$ 0	0	I	Trust By The John F. Donahue and 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.

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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 Repor Trans (Instr
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONAHUE JOHN F 5800 CORPORATE DRIVE PITTSBURGH, PA 15237-7000	X	X	Chairman	

Signatures

Kary A. Moore (Attorney in fact) 01/04/2005

__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) The Beechwood Company transferred 1,500 shares of Class B Common Stock to one of its employees as deferred compensation.

In addition, 308,661 shares of Federated Investors, Inc. Class B Common Stock are held directly by Mr. John F. Donahue (this includes 308,661 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) Plan); 2,903,324 shares are held indirectly by Comax Partners Limited Partnership; 280,813 shares are held indirectly by Bay Road Partners; 294,843 shares are held indirectly by Shamrock Properties, Inc.; 338,000 shares are held indirectly by Richmond Farms, L.P.; 10,000 shares are held indirectly by AWOL, Inc.; 20,810 shares are held indirectly by Oyster Bay Property, Inc.; and 38,821 shares are held indirectly by Comax Land Company of Florida.

Remarks:

Power of Attorney filed April 7, 2003 is incorporated by reference herein.

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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