

MCGONIGLE JOHN W  
 Form 4  
 December 13, 2007

**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 \*  
 MCGONIGLE JOHN W

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)  
 FEDERATED INVESTORS  
 TOWER, 1001 LIBERTY AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/11/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Vice Chairman, Sec., and EX VP

PITTSBURGH, PA 15222-3779

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)	(A) or (D)	5. Amount or Price	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)
Class B Common Stock	12/11/2007		S	400	D	\$ 41.99	3,775,184	I	Held indirectly by Fairview Partners
Class B Common Stock	12/11/2007		S	25,472	D	\$ 42	3,749,712	I	Held indirectly by Fairview Partners
	12/11/2007		S	128	D		3,749,584	I	

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Class B Common Stock					\$ 42.01				Held indirectly by Fairview Partners
Class B Common Stock	12/11/2007	S	200	D	\$ 42.02	3,749,384	I		Held indirectly by Fairview Partners
Class B Common Stock	12/11/2007	S	200	D	\$ 42.03	3,749,184	I		Held indirectly by Fairview Partners
Class B Common Stock	12/11/2007	S	100	D	\$ 42.04	3,749,084	I		Held indirectly by Fairview Partners
Class B Common Stock	12/11/2007	S	300	D	\$ 42.05	3,748,784	I		Held indirectly by Fairview Partners
Class B Common Stock	12/11/2007	S	100	D	\$ 42.06	3,748,684	I		Held indirectly by Fairview Partners
Class B Common Stock	12/11/2007	S	100	D	\$ 42.1	3,748,584	I		Held indirectly by Fairview Partners
Class B Common Stock	12/11/2007	S	500	D	\$ 42.13	3,748,084	I		Held indirectly by Fairview Partners
Class B Common Stock	12/11/2007	S	600	D	\$ 42.17	3,747,484	I		Held indirectly by Fairview Partners
	12/11/2007	S	100	D		3,747,384	I		

Class B Common Stock					\$ 42.19				Held indirectly by Fairview Partners
Class B Common Stock	12/11/2007		S	100	D	\$ 42.2	3,747,284	I	Held indirectly by Fairview Partners

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
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGONIGLE JOHN W FEDERATED INVESTORS TOWER 1001 LIBERTY AVENUE PITTSBURGH, PA 15222-3779	X		Vice Chairman, Sec., and EX VP	

## Signatures

/s/ Gail C. Jones  
(Attorney-in-Fact) 12/13/2007

\*\*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).

### Remarks:

The Power of Attorney filed July 26, 2006 is incorporated by reference.

This Form represents part 7 of 7.

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.