

MCGONIGLE JOHN W
 Form 5
 February 08, 2008

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice Chairman, Secretary, ExVP

FEDERATED INVESTORS
 TOWER, 1001 LIBERTY
 AVENUE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PITTSBURGH, PA 15222-3779

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| Class B Common Stock | 12/20/2007 | | G ⁽¹⁾ | 725,000 D | \$ 0 3,022,284 ⁽²⁾ | I | Held indirectly by Fairview Partners, L.P. |
| | 12/20/2007 | | G ⁽¹⁾ | 25,000 D | \$ 0 | I | |

| | | |
|----------------------------|-------------------------|---|
| Class B Common Stock | 2,997,284 <u>(2)</u> | Held indirectly by Fairview Partners, L.P. |
|----------------------------|-------------------------|---|

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. of D Se B O E Is Fi (I |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|---|--|---|---|--------------------------------------|--|--|---|---|---|

| | | | |
|---------------------|--------------------|-------|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| (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 | X | X | Vice Chairman, Secretary, ExVP |

Signatures

/s/ Gail C. Jones
(Attorney-in-Fact) 02/08/2008

**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) On December 20, 2007, Fairview Partners, L.P. distributed 750,000 shares to Mr. McGonigle and his wife. Subsequently, Mr. and Mrs. McGonigle contributed 725,000 shares to capital of 713 Investment Partners, L.P. and gifted 25,000 shares to McGonigle Family Foundation, Incorporated. Subsequently, 713 Investment Partners, L.P. gifted 725,000 shares to The 713 Investment Partners, L.P.

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Charitable Remainder Unitrust.

(2) In addition to the holdings set forth on Table I: 12,948 shares are held indirectly by 713 Investment Partners, L.P.

^

Remarks:

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

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.