

FEDERATED INVESTORS INC /PA/
 Form 4
 September 04, 2008

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)

3. Date of Earliest Transaction (Month/Day/Year)
 09/02/2008

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

FEDERATED INVESTORS TOWER, 1001 LIBERTY AVENUE
 (Street)

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

PITTSBURGH, PA 15222-3779

(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Class B Common Stock	09/02/2008		M	19,453 A \$ 11.75	19,453 ⁽¹⁾	I	Held indirectly by the Grantor Trust
Class B Common Stock	09/02/2008		M	2,747 A \$ 11.75	15,695 ⁽¹⁾	I	Held indirectly by 713 Investment Company, L.P.

Class B Common Stock	09/02/2008	M	17,700	A	\$ 13.2083	33,395 ⁽¹⁾	I	Held indirectly by 713 Investment Company, L.P.
Class B Common Stock	09/02/2008	M	9,440	A	\$ 29.8125	42,835 ⁽¹⁾	I	Held indirectly by 713 Investment Company, L.P.
Class B Common Stock	09/02/2008	M	7,420	A	\$ 31	50,255 ⁽¹⁾	I	Held indirectly by 713 Investment Company, L.P.
Class B Common Stock	09/02/2008	M	9,453	A	\$ 25.35	59,708 ⁽¹⁾	I	Held indirectly by 713 Investment Company, 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to	\$ 11.75 ⁽²⁾	09/02/2008		M	19,453 ⁽²⁾	01/26/1999	01/26/2009	Class B Common Stock	19,453

Buy)

Employee
Stock
Option
(Right to
Buy)

\$ 11.75
(2)

09/02/2008

M

2,747
(2)

01/26/1999

01/26/2009

Class B
Common
Stock

2,747

Employee
Stock
Option
(Right to
Buy)

\$ 13.2083
(4)

09/02/2008

M

17,700
(4)

01/25/2000

01/24/2010

Class B
Common
Stock

17,700

Employee
Stock
Option
(Right to
Buy)

\$ 29.8125

09/02/2008

M

9,440

01/23/2001

01/22/2011

Class B
Common
Stock

9,440

Employee
Stock
Option
(Right to
Buy)

\$ 31

09/02/2008

M

7,420

01/15/2002

01/15/2012

Class B
Common
Stock

7,420

Employee
Stock
Option
(Right to
Buy)

\$ 25.35

09/02/2008

M

9,453

12/18/2002

12/17/2012

Class B
Common
Stock

9,453

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., Ex VP

Signatures

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

09/04/2008

**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) In addition to the holdings set forth in Table I: 3,925,324 shares are held indirectly by Fairview Partners, L.P.
- (2) This option was previously reported as covering 14,800 shares at an exercise price of \$17.625 per share, but was adjusted to reflect the three-for-two stock split of Federated Investors, Inc. that occurred on June 22, 2000.
- (3) The options reported in Column 9 are held indirectly by 713 Investment Company, L.P.
- (4) This option was previously reported as covering 11,800 shares at an exercise price of \$19.8125 per share, but was adjusted to reflect the three-for-two stock split of Federated Investors, Inc. that occurred on June 22, 2000.

Remarks:

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

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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