

MCGONIGLE JOHN W  
 Form 4  
 October 06, 2009

**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

3. Date of Earliest Transaction (Month/Day/Year)  
 10/02/2009

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

(Street)

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) | 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            | 10/02/2009                           |  | S                              |   | 471,039   | D  | Ⓛ   |
|                                 |                                      |  |                                |   | 3,925,324 <sup>(1)</sup>  | I  | Held indirectly by Fairview Partners, L.P. <sup>(1)</sup> |
|                                 |                                      |  |                                |   | <sup>(2)</sup>  |  |   |
| Class B Common Stock            | 10/02/2009                           |  | G                              | V   | 7,270   | D  | \$ 0  |
|                                 |                                      |  |                                |   | 3,925,324 <sup>(2)</sup>  | I  | Held indirectly by Fairview Partners, L.P.                |
|                                 | 03/27/2009                           |  | G                              | V   | 21,709  | D  | \$ 0  |
|                                 |                                      |  |                                |   | 0 <sup>(2)</sup>  | D  |   |

Class B  
Common  
Stock

Class B  
Common Stock 03/27/2009 G V 21,709 A \$ 0 81,417 <sup>(2)</sup> I

Held indirectly by 713 Investment Partners, L.P.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| MCGONIGLE JOHN W<br>FEDERATED INVESTORS TOWER<br>1001 LIBERTY AVENUE<br>PITTSBURGH, PA 15222-3779 | X             |           | Vice Chairman, Secretary, ExVP |       |

## Signatures

/s/ Gail C. Jones  
(Attorney-in-fact) 10/06/2009

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).

The reported securities are held by Fairview Partners, a limited partnership of which 713 Investment Corp. is the sole general partner. Mr. McGonigle and his wife are shareholders and directors of 713 Investment Corp. On October 2, 2009, the reporting person sold a 12% interest in Fairview Partners to trusts established for the benefit of the reporting person's children and grandchildren. Mr. McGonigle's

- (1) wife is a Trustee of said trusts. The interest was sold in exchange for notes, equal to the value of the 12% partnership interest and was done for family wealth transfer purposes. The FII Class B Common stock held by Fairview Partners was valued at \$24.99 per share on the date of the transaction. The reporting person disclaims beneficial ownership of the FII Class B Common Stock held by Fairview Partners except to the extent of his pecuniary interest therein. This transaction did not involve any public sale of shares.
- (2) In addition to the holdings set forth in Table I: 19,453 Shares held indirectly by Grantor Trusts.

### Remarks:

The Power of Attorney filed July 15, 2009 is incorporated 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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