

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 *
FISHER JOHN B

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
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Pres&CEO Fed Invstmnt Mngmt Co

1001 LIBERTY AVENUE, FEDERATED INVESTORS TOWER

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class B Common Stock	09/02/2008		M		23,100	A	\$ 11.75
					364,800		⁽¹⁾ <u>(2)</u>
Class B Common Stock	09/02/2008		M		22,200	A	\$ 13.2083
					387,000		⁽¹⁾ <u>(2)</u>
Class B Common Stock	09/02/2008		M		28,360	A	\$ 25.35
					415,360		⁽¹⁾ <u>(2)</u>

Class B
Common Stock 09/02/2008 F 20,851 D \$ 34.48 394,509⁽¹⁾₍₂₎ D

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 Buy)	\$ 11.75 ₍₃₎	09/02/2008		M	23,100 ₍₃₎	01/26/1999 01/26/2009	Class B Common Stock 23,100
Employee Stock Option (Right to Buy)	\$ 13.2083 ₍₄₎	09/02/2008		M	22,200 ₍₄₎	01/25/2000 01/24/2010	Class B Common Stock 22,200
Employee Stock Option (Right to Buy)	\$ 25.35	09/02/2008		M	28,360	12/18/2002 12/17/2012	Class B Common Stock 28,360

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISHER JOHN B 1001 LIBERTY AVENUE FEDERATED INVESTORS TOWER			Pres&CEO Fed Invstmnt Mngmt Co	

PITTSBURGH, PA 15222-3779

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) This includes 30,582 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401 (k) Plan.
- (2) In addition to the holdings set forth in Table I: 17,500 shares are held indirectly by Rosewood Limited Partnership.
- (3) This option was previously reported as covering 15,400 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.
- (4) This option was previously reported as covering 14,800 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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