

FEDERATED INVESTORS INC /PA/
 Form 4
 November 14, 2007

FORM 4

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

OMB APPROVAL

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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 *
OCONNOR EDWARD G

(Last) (First) (Middle)

4288 GREEN GLADE COURT

(Street)

ALLISON PARK, PA 151011202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FEDERATED INVESTORS INC /PA/ [FII]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D)	Price			
Class B Common Stock	11/12/2007		M	3,000	A \$ 37.73	7,250	D	
Class B Common Stock	11/12/2007		M	3,000	A \$ 38.85	10,250	D	
Class B Common Stock	11/12/2007		S	600	D \$ 40.57	9,650	D	
Class B Common	11/12/2007		S	220	D \$	9,430	D	
						40.575		

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Stock

Class B Common Stock	11/12/2007	S	200	D	\$ 40.58	9,230	D
Class B Common Stock	11/12/2007	S	705	D	\$ 40.59	8,525	D
Class B Common Stock	11/12/2007	S	200	D	\$ 40.6	8,325	D
Class B Common Stock	11/12/2007	S	100	D	\$ 40.61	8,225	D
Class B Common Stock	11/12/2007	S	406	D	\$ 40.65	7,819	D
Class B Common Stock	11/12/2007	S	2,589	D	\$ 40.68	5,230	D
Class B Common Stock	11/12/2007	S	640	D	\$ 40.69	4,590	D

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

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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. Amount or Number of Shares
Exercise of	\$ 37.73	11/12/2007		M	3,000	04/27/2006 04/27/2016	Class B Common	3,000

