

DONAHUE THOMAS R
 Form 4
 November 05, 2018

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 *
 DONAHUE THOMAS R

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)
 09/11/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 VP, CFO & Treasurer

FEDERATED INVESTORS, INC., 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 Beneficial Ownership (Instr. 4)
Class B Common Stock	09/11/2018		G	V 1,274 D \$ 0	643,985 ⁽¹⁾	D	
Class B Common Stock					278,101 ⁽²⁾	I	Held indirectly by Comax Partners, L.P. (d/b/a The Beechwood Company,

Class B Common Stock				3,905 ⁽³⁾	I	Held indirectly by The Thomas R. and Frances L. Donahue Grantor Dynasty Trust
Class B Common Stock				39,937 ⁽⁴⁾	I	Held indirectly by immediate family member
Class B Common Stock				38,147 ⁽⁵⁾ ⁽⁶⁾	I	Held indirectly by immediate family member
Class B Common Stock				655,550	I	Held indirectly by MaxFund Partners, L.P.
Class B Common Stock				72	I	Held indirectly by 401(k) Plan
Class B Common Stock				4,409	I	Held indirectly by spouse
Class B Common Stock				82	I	Held indirectly by AWOL, Inc.

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene Own Follo Repo Trans (Instr	
			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
DONAHUE THOMAS R FEDERATED INVESTORS, INC. 1001 LIBERTY AVENUE PITTSBURGH, PA 15222-3779	X		VP, CFO & Treasurer	

Signatures

/s/John D. Martini
(Attorney-in-Fact)

11/05/2018

**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 or around May 12, 2018, Comax Partners L.P. (d/b/a The Beechwood Company, L.P.) ("Comax") distributed shares of Federated Investors Inc. Class B Common Stock to all of its limited partners on a pro-rata basis (the "Distribution"). The Distribution did not involve any public sale of shares. As a result of the Distribution, the number of shares of Federated Investors, Inc. Class B Common Stock directly owned by the reporting person increased by 700 shares.
 - (2) As a result of the Distribution described in Footnote 1, the number of shares of Federated Investors, Inc. Class B Common Stock in which the reporting person has an indirect interest due to his interest in Comax decreased by 19,781 shares. The reporting person disclaims beneficial ownership of the Federated Investors, Inc. Class B Common Stock held by Comax except to the extent of his pecuniary interest therein.
 - (3) As a result of the Distribution described in Footnote 1, The Thomas R. and Frances L. Donahue Grantor Dynasty Trust, in which the reporting person has an indirect interest, now owns 3,905 shares of Federated Investors, Inc. Class B Common Stock.
 - (4) As a result of the Distribution described in Footnote 1, the number of shares of Federated Investors, Inc. Class B Common Stock owned by one of the reporting person's children increased by 1,981 shares.
 - (5) J. Christopher Donahue is no longer Custodian of 37,117 shares of Federated Investors, Inc. Class B Common Stock held by one of the reporting person's children.
 - (6) As a result of the Distribution described in Footnote 1, the number of shares of Federated Investors, Inc. Class B Common Stock owned by one of the reporting person's children increased by 1,030 shares.

Remarks:

The Power of Attorney dated April 24, 2014 is incorporated herein by reference.

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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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