

DONAHUE J CHRISTOPHER

Form 4

December 18, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DONAHUE J CHRISTOPHER

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,
INC., 1001 LIBERTY AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/06/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President & CEO

PITTSBURGH, PA 15222-3779

(City) (State) (Zip)

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

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	09/06/2018		G	V 1,150 D \$ 0	1,613,603 (1)	D	
Class B Common Stock	09/13/2018		G	V 57,500 D \$ 0	1,556,103	D	
Class B Common Stock	12/14/2018		G	V 1,150 D \$ 0	1,554,953	D	
Class B					278,101 (2)	I	Held indirectly

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Common Stock							by Comax Partners, L.P. (d/b/a The Beechwood Company, L.P.)
Class B Common Stock		19,818 ⁽³⁾	I				Held indirectly by The John F. and Rhodora J. Donahue Grandchildren's Trust
Class B Common Stock		5,819	I				Held indirectly by John F. Donahue Revocable Trust
Class B Common Stock		5,819	I				Held indirectly by Rhodora J. Donahue Revocable Trust
Class B Common Stock		82	I				Held indirectly by AWOL, Inc.
Class B Common Stock		569,880	I				Held indirectly by The John F. Donahue and Rhodora J. Donahue Joint Revocable Trust

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 (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 Owned Following Transaction (Instr. 3 and 4)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONAHUE J CHRISTOPHER FEDERATED INVESTORS, INC. 1001 LIBERTY AVENUE PITTSBURGH, PA 15222-3779	X		Chairman, President & CEO	

Signatures

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

12/18/2018

__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 360 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 John F. and Rhodora J. Donahue Grandchildren's Trust, in which the reporting person has an indirect interest, now owns 19,818 shares of Federated Investors, Inc. Class B Common Stock.

Remarks:

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