

FEDERATED INVESTORS INC /PA/
 Form 4/A
 February 23, 2005

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 *
 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)
 5800 CORPORATE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/23/2004

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

PITTSBURGH, PA 15237-7000
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 04/29/2004

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 Ownership (Instr. 4)
Class B Common Stock	04/23/2004		G	V 6,290 D	\$ 0 4,220,116 ⁽¹⁾ ₍₂₎	D	
Class B Common Stock	04/23/2004		G	V 6,290 D	\$ 0 58,596 ⁽²⁾	I	By spouse
Class B Common Stock	04/23/2004		G	V 1,480 A	\$ 0 831,026 ⁽²⁾ ⁽³⁾	I	By Tom Donahue as custodian for minor children.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (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
DONAHUE J CHRISTOPHER 5800 CORPORATE DRIVE PITTSBURGH, PA 15237-7000	X		President & CEO	

Signatures

Kary A. Moore (Attorney in fact) 02/23/2005

__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 136,524 shares of FII Class B Common Stock held in Federated's Profit Sharing/401(k) Plan.
In addition: 1,269,486 shares are held indirectly by children sharing household; 439,940 shares are held indirectly by Daniel McGrogan as custodian for minor children; 5,075 shares are held indirectly by Tiger Investment Management, LLC; and 635,486 are shares held indirectly by Power of Attorney.
- (3) This filing is amended to report receipt of a transfer of 1,480 shares to reporting person's indirect holdings. The original filing showed the transfer out of direct holdings but not the receipt into direct holdings.

Remarks:

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The Power of Attorney filed February 6, 2003 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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