

DONAHUE J CHRISTOPHER
 Form 4
 December 12, 2005

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 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)

3. Date of Earliest Transaction (Month/Day/Year)
 12/08/2005

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

C/O FEDERATED INVESTORS, INC., 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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Class B Common Stock	12/08/2005		J		38	D	\$ 0	302,481 ⁽¹⁾ ₍₃₎	I	held indirectly by Beechwood Company L.P.
Class B Common Stock	12/09/2005		S		300,000	D	\$ 36.64	3,919,459 ⁽²⁾ ₍₃₎	D	
Class B Common	12/09/2005		S		300,000	D	\$ 36.64	972,046 ⁽³⁾	I	held indirectly by

Stock										children
Class B										
Common Stock	12/09/2005		G V	183,225	D	\$ 0		3,736,234	D	
								<u>(2)</u> <u>(3)</u>		

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

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

Signatures

/s/Kary A. Moore
(Attorney-in-Fact) 12/12/2005

**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) The Beechwood Company L.P. transferred a total of 500 shares of Class B common Stock to one of its employees as deferred compensation. The transfer reported by Mr. Donahue represents his proportional beneficial interest in the FII shares transferred by the

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Beechwood Company L.P. to the Beechwood employee.

- (2) This amount includes 136,524 shares of FII Class B Common Stock held in Federated's Profit Sharing/401(k) plan.

In addition to the totals reported in Column 5 of Table I: 50,296 shares are held indirectly by his spouse; 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;

- (3) 636,566 shares are held indirectly by Power of Attorney; 831,026 shares are held indirectly by Tom Donahue as custodian for minor children; and 213,948 shares are held indirectly by Comax Partners Limited Partnership (this amount represents Mr. Donahue's proportional interest in the FII shares held by Comax Partners Limited Partnership).

Remarks:

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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