

MCGONIGLE JOHN W
 Form 4
 February 14, 2006

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 *
 MCGONIGLE JOHN W

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
 TOWER, 1001 LIBERTY AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 02/10/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Sec., EVP, Chief Legal Officer

(Street)

PITTSBURGH, PA 15222-3779

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

(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)
Class B Common Stock	02/10/2006		S	57,000 D	\$ 38.5	4,140,284 ⁽²⁾ I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006		S	5,400 D	\$ 38.51	4,134,884 ⁽²⁾ I	held indirectly by Fairview Partners
	02/10/2006		S	900 D		4,133,984 ⁽²⁾ I	

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Class B Common Stock					\$ 38.52			held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	3,200	D	\$ 38.53	4,130,784	(2) I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	1,900	D	\$ 38.54	4,128,884	(2) I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	52,800	D	\$ 38.55	4,076,084	(2) I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	1,400	D	\$ 38.56	4,074,684	(2) I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	6,800	D	\$ 38.57	4,067,884	(2) I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	800	D	\$ 38.58	4,067,084	(2) I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	3,000	D	\$ 38.59	4,064,084	(2) I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	6,500	D	\$ 38.6	4,057,584	(2) I	held indirectly by Fairview Partners
	02/10/2006	S	2,500	D		4,055,084	(2) I	

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Class B Common Stock					\$ 38.61				held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	1,100	D	\$ 38.62	4,053,984	(2)	I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	4,800	D	\$ 38.63	4,049,184	(2)	I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	2,300	D	\$ 38.64	4,046,884	(2)	I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	20,900	D	\$ 38.65	4,025,984	(2)	I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	500	D	\$ 38.66	4,025,484	(2)	I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	800	D	\$ 38.67	4,024,684	(2)	I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	1,900	D	\$ 38.68	4,022,784	(2)	I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	1,100	D	\$ 38.69	4,021,684	(2)	I	held indirectly by Fairview Partners
	02/10/2006	S	15,700	D	\$ 38.7	4,005,984	(2)	I	

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Class B Common Stock								held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	500	D	\$ 38.71	4,005,484	(2) I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	700	D	\$ 38.72	4,004,784	(2) I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	1,600	D	\$ 38.73	4,003,184	(2) I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	1,500	D	\$ 38.74	4,001,684	(2) I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	2,200	D	\$ 38.75	3,999,484	(2) I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	100	D	\$ 38.76	3,999,384	(2) I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	200	D	\$ 38.77	3,999,184	(2) I	held indirectly by Fairview Partners
Class B Common Stock	02/10/2006	S	800	D	\$ 38.78	3,998,384	(2) I	held indirectly by Fairview Partners
	02/10/2006 ⁽¹⁾	S	100	D		3,998,284	(2) I	

Class B Common Stock	\$ 38.79	held indirectly by Fairview Partners
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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. Nu Deriv Secur Bene Own Follo Repor 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
MCGONIGLE JOHN W FEDERATED INVESTORS TOWER 1001 LIBERTY AVENUE PITTSBURGH, PA 15222-3779	X		Sec., EVP, Chief Legal Officer	

Signatures

/s/Kary A Moore
(Attorney-in-fact) 02/14/2006

**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) One of two filings.

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(2) In addition, 6,557 shares are held directly by Mr. McGonigle.

Remarks:

The Power of Attorney filed March 27, 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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