

FEDERATED INVESTORS INC /PA/
 Form 4
 February 17, 2006

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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)
 02/16/2006

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)
Class B Common Stock	02/16/2006		S	1,585 D	\$ 39.7	212,363 ⁽¹⁾ / ₍₂₎	I held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006		S	54 D	\$ 39.71 ⁽¹⁾ / ₍₂₎	212,309 ⁽¹⁾ / ₍₂₎	I held indirectly by Comax Partners

Class B Common Stock	02/16/2006	S	154	D	\$ 39.72	212,155 ⁽¹⁾ <u> (2)</u>	I	Limited Partnership held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	62	D	\$ 39.73	212,093 ⁽¹⁾ <u> (2)</u>	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	115	D	\$ 39.74	211,978 ⁽¹⁾ <u> (2)</u>	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	346	D	\$ 39.75	211,632 ⁽¹⁾ <u> (2)</u>	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	108	D	\$ 39.76	211,524 ⁽¹⁾ <u> (2)</u>	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	69	D	\$ 39.77	211,455 ⁽¹⁾ <u> (2)</u>	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	785	D	\$ 39.78	210,670 ⁽¹⁾ <u> (2)</u>	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	154	D	\$ 39.79	210,516 ⁽¹⁾ <u> (2)</u>	I	held indirectly by Comax

Class B Common Stock	02/16/2006	S	100	D	\$ 39.8	<u>210,416</u> ⁽¹⁾ ₍₂₎	I	Partners Limited Partnership held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	23	D	\$ 39.81	<u>210,393</u> ⁽¹⁾ ₍₂₎	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	23	D	\$ 39.82	<u>210,370</u> ⁽¹⁾ ₍₂₎	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	23	D	\$ 39.83	<u>210,347</u> ⁽¹⁾ ₍₂₎	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	123	D	\$ 39.84	<u>210,224</u> ⁽¹⁾ ₍₂₎	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	646	D	\$ 39.85	<u>209,578</u> ⁽¹⁾ ₍₂₎	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	138	D	\$ 39.86	<u>209,440</u> ⁽¹⁾ ₍₂₎	I	held indirectly by Comax Partners Limited Partnership
Class B Common	02/16/2006	S	69	D	\$ 39.87	<u>209,371</u> ⁽¹⁾ ₍₂₎	I	held indirectly by

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Stock									
									Comax Partners Limited Partnership
									held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	223	D	\$ 39.88	209,148 ⁽¹⁾ <u>(2)</u>	I		held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	854	D	\$ 39.89	208,294 ⁽¹⁾ <u>(2)</u>	I		held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	823	D	\$ 39.9	207,471 ⁽¹⁾ <u>(2)</u>	I		held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	69	D	\$ 39.91	207,402 ⁽¹⁾ <u>(2)</u>	I		held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	531	D	\$ 39.92	206,871 ⁽¹⁾ <u>(2)</u>	I		held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	92	D	\$ 39.93	206,779 ⁽¹⁾ <u>(2)</u>	I		held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	115	D	\$ 39.94	206,664 ⁽¹⁾ <u>(2)</u>	I		held indirectly by Comax Partners Limited Partnership
	02/16/2006	S	254	D			I		

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Class B Common Stock					\$ 206,410 ⁽¹⁾ 39.95 ⁽²⁾				held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	31	D	\$ 206,379 ⁽¹⁾ 39.96 ⁽²⁾		I		held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	92	D	\$ 206,287 ⁽¹⁾ 39.97 ⁽²⁾		I		held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	15	D	\$ 206,272 ⁽¹⁾ 39.98 ⁽²⁾		I		held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	15	D	\$ 206,257 ⁽¹⁾ 39.99 ⁽²⁾		I		held indirectly by Comax Partners Limited Partnership

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,	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 Repo Trans (Instr
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4, and 5)

	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 C/O FEDERATED INVESTORS, INC. FEDERATED INVESTORS TOWER PITTSBURGH, PA 15222-3779	X		President & CEO	

Signatures

/s/Kary A. Moore
(Attorney-In-Fact) 02/17/2006

**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) The Federated Investors, Inc. Shares reported represent Mr. Donahue's proportional beneficial interest in the shares held by Comax Partners Limited Partnership.
3,736,664 shares are held directly (this includes 136,524 shares of FII Class B Common Stock held in Federated's Profit Sharing/401(k) Plan); 50,726 shares are held indirectly by his spouse; 637,706 shares are held indirectly by Power of Attorney; 831,026 shares are held indirectly by Tom Donahue as custodian for minor children; 439,940 shares are held indirectly by Dan McGrogan as custodian for minor children; 5,075 shares are held indirectly by Tiger Investment Management, LLC; 302,481 shares are held indirectly by the Beechwood Company (this amount represents Mr. Donahue's proportional interest in the FII shares held by the Beechwood Company).

Remarks:

The Power of Attorney filed February 6, 2003 is incorporated by reference.

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