

FEDERATED INVESTORS INC /PA/

Form 4

March 14, 2006

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DONAHUE THOMAS R

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)  
03/10/2006

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
VP, CFO, Treasurer

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)  
\_\_\_\_X\_\_\_\_ 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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	03/10/2006		S		123.08	D	\$ 37.81	190,033.91 <u>(1)</u> <u>(2)</u> <u>(3)</u>	I	indirect by Comax Partners Limited Partnership
Class B Common Stock	03/10/2006		S		192.31	D	\$ 37.82	189,841.6 <u>(2)</u> <u>(3)</u>	<u>(1)</u> I	indirect by Comax Partners Limited Partnership

Class B  
Common Stock 03/10/2006

S	46.15	D	\$	189,795	(1)	I
				37.83	(2) (3) (4)	

indirect 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, 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 Reported Transaction (Instr. 6)
				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 THOMAS R C/O FEDERATED INVESTORS, INC. FEDERATED INVESTORS TOWER PITTSBURGH, PA 15222-3779			VP, CFO, Treasurer	

## Signatures

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

03/14/2006

\*\*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)

## Edgar Filing: FEDERATED INVESTORS INC /PA/ - Form 4

The Federated Investors, Inc. Shares reported represent Mr. Donahue's proportional beneficial interest in the total shares held by Comax Partners Limited Partnership.

In addition: 491,401 shares are held directly (this includes 72 shares held in Federated's Profit Sharing/401(k) Plan); 2,399 shares are held indirectly by his spouse; 805,550 shares are held indirectly by Maxfund Partners, L.P.; 302,481 shares are held indirectly by the

- (2) Beechwood Company (this amount represents Mr. Donahue's proportional interest in the FII shares held by the Beechwood Company); 133,975 shares are held indirectly by children; 262,165 shares are held indirectly by JCD as custodian for minor children; and 495,549 shares are held indirectly by Dan McGrogan as custodian for minor children.
- (3) This filing consists of two Forms 4. This form is form 2 of 2.
- (4) Final holdings rounded to nearest whole share.

### Remarks:

The Power of Attorney filed February 26, 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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