

FEDERATED INVESTORS INC /PA/
Form 4
August 02, 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 *
MCAULEY DENIS III

(Last) (First) (Middle)

C/O FEDERATED INVESTORS, INC., FEDERATED INVESTORS TOWER

(Street)

PITTSBURGH, PA 15222-3779

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FEDERATED INVESTORS INC /PA/ [FII]

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Principal Accounting Officer

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)
			Code	V	Amount or Price (A) or (D)		
Class B Common Stock	07/31/2006		M		45,000 A \$ 4	61,406 ⁽¹⁾	D
Class B Common Stock	07/31/2006		S		3,000 D \$ 31.53	0	D
Class B Common Stock	07/31/2006		S		100 D \$ 31.49	0	D

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Class B Common Stock	07/31/2006	S	200	D	\$ 31.47	0	D
Class B Common Stock	07/31/2006	S	1,500	D	\$ 31.37	0	D
Class B Common Stock	07/31/2006	S	100	D	\$ 31.31	0	D
Class B Common Stock	07/31/2006	S	1,400	D	\$ 31.28	0	D
Class B Common Stock	07/31/2006	S	500	D	\$ 31.26	0	D
Class B Common Stock	07/31/2006	S	2,200	D	\$ 31.25	0	D
Class B Common Stock	07/31/2006	S	100	D	\$ 31.2	0	D
Class B Common Stock	07/31/2006	S	700	D	\$ 31.13	0	D
Class B Common Stock	07/31/2006	S	100	D	\$ 31.12	0	D
Class B Common Stock	07/31/2006	S	1,000	D	\$ 31.1	0	D
Class B Common Stock	07/31/2006	S	100	D	\$ 31.08	0	D
Class B Common Stock	07/31/2006	S	300	D	\$ 31.05	0	D
Class B Common Stock	07/31/2006	S	100	D	\$ 31.04	0	D
Class B Common Stock	07/31/2006	S	200	D	\$ 31.02	0	D
Class B Common	07/31/2006	S	1,100	D	\$ 31.01	0	D

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Stock							
Class B Common Stock	07/31/2006	S	400	D	\$ 30.99	0	D
Class B Common Stock	07/31/2006	S	1,200	D	\$ 30.97	0	D
Class B Common Stock	07/31/2006	S	100	D	\$ 30.96	0	D
Class B Common Stock	07/31/2006	S	900	D	\$ 30.95	0	D
Class B Common Stock	07/31/2006	S	1,600	D	\$ 30.94	0	D
Class B Common Stock	07/31/2006	S	100	D	\$ 30.93	0	D
Class B Common Stock	07/31/2006	S	600	D	\$ 30.92	0	D
Class B Common Stock	07/31/2006	S	1,600	D	\$ 30.91	0	D
Class B Common Stock	07/31/2006	S	3,400	D	\$ 30.9	0	D
Class B Common Stock	07/31/2006	S	500	D	\$ 30.89	0	D
Class B Common Stock	07/31/2006	S	400	D	\$ 30.88	0	D
Class B Common Stock	07/31/2006	S	200	D	\$ 30.87	0	D

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Exercise of Stock Option	\$ 4	07/28/2006		M		45,000		07/01/2006	06/30/2007	Class B Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCAULEY DENIS III C/O FEDERATED INVESTORS, INC. FEDERATED INVESTORS TOWER PITTSBURGH, PA 15222-3779			Principal Accounting Officer	

Signatures

/s/ Gail C. Jones
(Attorney-In-Fact) 08/02/2006

**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) This is part 1 of 2.

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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