

FEDERATED INVESTORS INC /PA/
Form 4
September 18, 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 *
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)
09/14/2006

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)			
			Code	V	Amount (D) or Price					
Class B Common Stock	09/14/2006		S		261	D	\$ 34.34	178,783 ⁽¹⁾ / ₍₂₎	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	09/14/2006		S		100	D	\$ 34.35	178,683 ⁽¹⁾ / ₍₂₎	I	Held indirectly by Comax Partners

Class B Common Stock	09/14/2006	S	115	D	\$ 34.36	178,568 ⁽¹⁾ <u>(2)</u>	I	Limited Partnership Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	09/14/2006	S	23	D	\$ 34.37	178,545 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	09/14/2006	S	31	D	\$ 34.38	178,514 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	09/14/2006	S	31	D	\$ 34.39	178,483 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	09/14/2006	S	15	D	\$ 34.4	178,468 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	09/14/2006	S	8	D	\$ 34.41	178,460 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	09/14/2006	S	8	D	\$ 34.42	178,452 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	09/14/2006	S	92	D	\$ 34.43	178,360 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax

Class B Common Stock	09/14/2006	S	77	D	\$ 34.44	178,283 ⁽¹⁾ <u>(2)</u>	I	Partners Limited Partnership Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	09/14/2006	S	15	D	\$ 34.45	178,268 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	09/14/2006	S	8	D	\$ 34.46	178,260 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Repo Trans (Instr
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						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/Gail C. Jones
(Attorney-in-Fact) 09/18/2006

**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.
- In addition to holdings set forth in Table I: 3,604,116 shares are held directly; 136,524 shares are held in Federated's Profit
- (2) Sharing/401(k) Plan; 43,766 shares are held indirectly by spouse; 977,346 shares are held indirectly by children; 639,026 shares are held indirectly by power of attorney; and 302,481 shares are held indirectly by Beechwood Company.

Remarks:

The Power of Attorney dated July 25, 2006 is incorporated herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.