

FEDERATED INVESTORS INC /PA/
Form 4
September 18, 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 THOMAS R

(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)
09/14/2006

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)
VP, CFO, Treasurer

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	(A) or (D)	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.

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						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 THOMAS R C/O FEDERATED INVESTORS, INC. FEDERATED INVESTORS TOWER PITTSBURGH, PA 15222-3779			VP, CFO, Treasurer	

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: 489,169 shares are held directly; 72 shares are held as part of Federated's Profit Sharing/401(k) Plan; 2,919 shares are held by spouse; 805,550 shares are held indirectly by MaxFund Partners, L.P.; 302,481 shares are held indirectly
- (2) by Beechwood Company; 135,295 shares are held indirectly by children; 264,845 shares are held indirectly by J. Christopher Donahue as custodian for minor children; and 499,230 shares are held indirectly by Dan McGrogan as custodian for minor children.

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.