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DONAHUE J CHRISTOPHER

Form 4

September 08, 2011

| F | O | R | N | 1 | 4 |
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| | \smile | | | | |

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

Section 16.
Form 4 or
Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Form 5 obligations may continue. *See* Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

Class B

Stock

Class B

Stock

Common

Common

03/07/2011

07/26/2011

(Print or Type Responses)

1. Name and Address of Reporting Person *

DONAHUE I CHRISTOPHER

| DONAHUI | E J CHRISTOPH | FE | nbol DERATED II A/ [FII] | NVESTOR | S INC | (Chec | ck all applicable | e) |
|--------------------------------------|--|-------|--|-------------------------------|---------------|--|---|---|
| (Last) | (First) RTY AVENUE | (Me | Date of Earliest Tonth/Day/Year) /07/2011 | ransaction | | _X_ Director _X_ Officer (giv below) | | Owner er (specify |
| | (Street) | | f Amendment, D ed(Month/Day/Yea | Č | | 6. Individual or J Applicable Line) _X_ Form filed by | One Reporting Pe | erson |
| PITTSBUR | RGH, PA 15222 | | | | | Form filed by I Person | More than One Re | eporting |
| (City) | (State) | (Zip) | Table I - Non-l | Derivative S | ecurities Acq | quired, Disposed o | f, or Beneficial | lly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Dat (Month/Day/Year) | | Code | on(A) or Disp (Instr. 3, 4 | | 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) |
| Class B Common Stock | 03/07/2011 | | G V | 1,116 | D \$0 | 2,825,292 (1) (2) | D | |

V 1,116

V 116,000 D

\$0

\$0

65,470 (2)

 $2,709,292 \frac{(1)}{2}$

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

Held

indirectly

by spouse.

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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. Transacti Code (Instr. 8) | Securities Acquired | | ate | Amou Under Secur | rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo |
|---|---|---|---|---------------------------------------|---|---------------------|--------------------|------------------------|------------------------|---|--|
| | | | | | (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Amount or Number | | Repo Trans (Instr |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |

DONAHUE J CHRISTOPHER 1001 LIBERTY AVENUE PITTSBURGH, PA 15222

X President and CEO

Signatures

Gail C. Jones (Attorney-in-Fact) 09/08/2011

**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 includes 136,524 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) Plan.
- In addition to the holdings set forth in Table I: 592,766 shares are held indirectly by Power of Attorney; 82 shares are held indirectly by (2) AWOL, Inc.; 298,559 shares are held indirectly by the Beechwood Company, L.P.; and 82,755 shares are held indirectly by Comax Partners Limited Partnership.

Remarks:

The Power of Attorney filed July 15, 2009 is incorporated 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.

Reporting Owners 2

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