

MCGONIGLE JOHN W
 Form 4
 September 12, 2011

FORM 4

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

OMB APPROVAL

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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 *
 MCGONIGLE JOHN W

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)
 09/07/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice Chairman, Sec., Exec. VP

FEDERATED INVESTORS
 TOWER, 1001 LIBERTY AVENUE

(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)	Price		
Class B Common Stock	09/07/2011		G ⁽¹⁾	V	12,486	D	<u>(1)</u>	3,425,324 ⁽²⁾ I	Held indirectly by Fairview Partners L.P.
Class B Common Stock	09/08/2011		J		329,550 ⁽³⁾ ⁽⁴⁾	D	⁽³⁾ ⁽⁴⁾	3,425,324 ⁽²⁾ I	Held indirectly by Fairview Partners L.P.
	09/08/2011		J			A		129,825 ⁽²⁾ I	

Class B Common Stock	329,550 <u>(3)</u> <u>(4)</u>	<u>(3)</u> <u>(4)</u>	Held indirectly by 713 Investment Partners, L.P.
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Repor Trans (Instr
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGONIGLE JOHN W FEDERATED INVESTORS TOWER 1001 LIBERTY AVENUE PITTSBURGH, PA 15222-3779	X		Vice Chairman, Sec., Exec. VP	

Signatures

/s/ Gail C. Jones
(Attorney-in-fact) 09/12/2011

 **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).

The reported securities are held by Fairview Partners, a limited partnership of which 713 Investment Corp. is the sole general partner. Mr. McGonigle and his wife are shareholders and directors of 713 Investment Corp. On September 7, 2011, the reporting person and his wife gifted partnership interest to their children and grandchildren. The reporting person disclaims beneficial ownership of the FII Class B Common Stock held by Fairview Partners except to the extent of his pecuniary interest therein.

(1) In addition to the holdings set forth in Table I: 19,453 Shares held indirectly by Grantor Trusts.

The reported securities are held by Fairview Partners, a limited partnership of which 713 Investment Corp is the sole general partner. Mr. McGonigle and his wife are shareholders and directors of 713 Investment Corp. 713 Investment Corp. is the general partner of 713 Investment Partners, L.P. On September 8, 2011 , 713 Investment Partners, L.P. transferred cash to Fairview Partners, L.P. in exchange for partnership interests in Fairview Partners, L.P. The reporting person disclaims beneficial ownership of the FII Class B Common Stock held by Fairview Partners, L.P. and 713 Investment Partners, L.P. except to the extent of his pecuniary interest therein. This transaction did not involve any public sale of shares and was done for family wealth transfer purposes.

(3) The number of shares of FII Class B Common Stock set forth above is an estimate since the percentage partnership interest in Fairview Partners, L.P. which will be acquired by 713 Investment Partners, L.P. is subject to an independent valuation of the assets being transferred by 713 Investment Partners and an independent valuation of the assets of Fairview Partners, L.P.

Remarks:

The Power of Attorney dated 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.

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