

MCGONIGLE JOHN W  
Form 4/A  
November 17, 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)  
09/12/2011

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)			
Class B Common Stock	09/07/2011		G <sup>(1)</sup>	V	12,739 <sup>(2)</sup>	D	①	3,425,324 <sup>(3)</sup>	I	Held indirectly by Fairview Partners L.P.
Class B Common Stock	09/08/2011		J		330,413 <sup>(4)</sup> <sup>(5)</sup>	D	④	3,425,324 <sup>(3)</sup>	I	Held indirectly by Fairview Partners L.P.
	09/08/2011		J		A	④	④	129,825 <sup>(3)</sup>	I	

Class B Common Stock	330,413 <u>(4)</u> <u>(5)</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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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 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)	11/17/2011
**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) 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.

(2) Box 4 of original Form 4 filed September 12, 2011 indicated that an estimated 12,486 shares of FII Class B Common Stock were transferred as a result of Mr. McGonigle and his wife gifting partnership interests in Fairview Partners L.P. to their children and grandchildren. Subsequent to the filing it was determined by independent valuation that in actuality, 12,739 shares had been transferred as a result of the gifting.

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

(4) 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.

(5) Box 4 of original Form 4 filed September 12, 2011 indicated that an estimated 329,550 shares of FII Class B Common Stock were transferred as a result of 713 Investment Partners, L.P. transferring cash to Fairview Partners, L.P. in exchange for partnership interests in Fairview Partners, L.P. Subsequent to the filing it was determined by independent valuation that in actuality, 330,413 shares had been transferred as a result of the acquisition.

### 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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