

FEDERATED INVESTORS INC /PA/
 Form 4
 November 18, 2014

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 *
 MCGONIGLE JOHN W

(Last) (First) (Middle)

FEDERATED INVESTORS, INC., 1001 LIBERTY AVENUE

(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)
 11/14/2014

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)
 Vice Chairman, Sec, EVP

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	(D)	Price
Class B Common Stock	11/14/2014		G ⁽¹⁾	V	7,074 ⁽²⁾	D	11
					2,075,324	I	Held indirectly by Fairview Partners L.P.
Class B Common Stock	11/14/2014		S ⁽³⁾		114,143 ⁽²⁾	D	3
					2,075,324	I	Held indirectly by Fairview Partners L.P.
					199,533	I	

Class B Common Stock							Held indirectly by 713 Investment Partners, L.P.
Class B Common Stock				942,695	I		Held indirectly by John W. McGonigle Revocable Trust
Class B Common Stock				357,305	I		Held indirectly by Mary Ita McGonigle Revocable Trust

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 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
	X		Vice Chairman, Sec, EVP	

MCGONIGLE JOHN W
FEDERATED INVESTORS, INC.
1001 LIBERTY AVENUE
PITTSBURGH, PA 15222-3779

Signatures

/s/ John D. Martini
(Attorney-in-fact)

11/18/2014

__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 November 14, 2014, the reporting person and his wife
(1) gifted partnership interest to their children and grandchildren. The reporting person disclaims beneficial ownership of the Federated Investors, Inc. Class B Common Stock held by Fairview Partners except to the extent of his pecuniary interest therein. This transaction did not involve any public sale of shares.

(2) The number of shares of Federated Investors, Inc. Class B Common Stock set forth above is an estimate since the percentage partnership interest in Fairview Partners, L.P. is subject to an independent valuation of the assets of Fairview Partners, L.P.

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 November 14, 2014, the reporting person and his wife sold a 5.5% interest in Fairview Partners, L.P. to The John W. and Mary Ita McGonigle Grantor Dynasty Trust established for the benefit of the reporting person's Descendants. The interest was sold in exchange for a note, equal to the value of the 5.5% partnership interest and
(3) was done for family wealth transfer purposes. The Federated Investors, Inc. Class B Common Stock held by Fairview Partners, L.P. was valued at \$31.19 per share on the date of the transaction. The reporting person disclaims beneficial ownership of the Federated Investors, Inc. Class B Common Stock held by Fairview Partners, L.P. except to the extent of his pecuniary interest therein. This transaction did not involve any public sale of shares.

Remarks:

The Power of Attorney dated April 24, 2014 is filed herewith.

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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