

FEDERATED INVESTORS INC /PA/  
 Form 4/A  
 October 30, 2015

**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)  
 09/16/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Vice-Chairman, Sec, EVP

FEDERATED INVESTORS, INC., 1001 LIBERTY AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 09/18/2015

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Class B Common Stock	09/16/2015		G <sup>(1)</sup>	V	6,704 <sup>(2)</sup>	D	1,954,878	I	Held indirectly by Fairview Partners, L.P.
Class B Common Stock	09/16/2015		S <sup>(3)</sup>		15,639 <sup>(4)</sup>	D	1,954,878	I	Held indirectly by Fairview Partners,



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- Box 4 of original Form 4 filed September 18, 2015 indicated that an estimated 6,704 shares of Federated Investors, Inc. 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. The estimated number of shares was provided because the percentage partnership interest in Fairview Partners, L.P. was subject to an independent valuation. Subsequent to the September 18, 2015 filing, the independent valuation was performed and it was determined that 6,704 shares had actually been transferred as a result of the gifting.

- 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 16, 2015, the reporting person and his wife sold a 0.80% 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 0.80% partnership interest and was done for family wealth transfer purposes. The Federated Investors, Inc. Class B Common Stock held by Fairview Partners, L.P. was valued at \$31.53 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.

- Box 4 of original Form 4 filed September 18, 2015 indicated that an estimated 15,639 shares of Federated Investors, Inc. Class B Common Stock were transferred as a result of the sale of a 0.80% 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 estimated number of shares was provided because the percentage partnership interest in Fairview Partners, L.P. was subject to an independent valuation. Subsequent to the September 18, 2015 filing, the independent valuation was performed and it was determined that 15,639 shares had actually been transferred as a result of the sale.

### Remarks:

The Power of Attorney dated November 4, 2014 is incorporated herein 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.

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.