

FEDERATED INVESTORS INC /PA/  
 Form 4  
 November 14, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 DONAHUE JOHN F

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)  
 C/O FEDERATED INVESTORS, INC., 1001 LIBERTY AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/13/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman

PITTSBURGH, PA 15222-3779

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

(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)
				(A) or (D)	Price		
Class B Common Stock	11/13/2007		S	400	D \$ 41	582,600 <sup>(1)</sup>	I Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007		S	2,600	D \$ 41.01	580,000 <sup>(1)</sup>	I Held indirectly by Richmond Farm, L.P.
	11/13/2007		S	3,600	D	576,400 <sup>(1)</sup>	I

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Class B Common Stock					\$ 41.02				Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	3,400	D	\$ 41.03	573,000	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	1,000	D	\$ 41.04	572,000	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	2,000	D	\$ 41.05	570,000	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	1,800	D	\$ 41.06	568,200	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	2,198	D	\$ 41.07	566,002	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	6,981	D	\$ 41.08	559,021	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	700	D	\$ 41.09	558,321	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	2,700	D	\$ 41.1	555,621	(1)	I	Held indirectly by Richmond Farm, L.P.
	11/13/2007	S	3,700	D		551,921	(1)	I	

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Class B Common Stock					\$ 41.11				Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	2,400	D	\$ 41.12	549,521	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	1,200	D	\$ 41.13	548,321	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	1,100	D	\$ 41.14	547,221	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	300	D	\$ 41.15	546,921	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	300	D	\$ 41.17	546,621	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	400	D	\$ 41.18	546,221	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	200	D	\$ 41.19	546,021	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	1,300	D	\$ 41.2	544,721	(1)	I	Held indirectly by Richmond Farm, L.P.
	11/13/2007	S	2,200	D		542,521	(1)	I	

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Class B Common Stock					\$ 41.21				Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	3,003	D	\$ 41.22	539,518	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	3,700	D	\$ 41.23	535,818	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	2,100	D	\$ 41.24	533,718	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	3,300	D	\$ 41.25	530,418	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	1,600	D	\$ 41.26	528,818	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	300	D	\$ 41.27	528,518	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	100	D	\$ 41.28	528,418	(1)	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	100	D	\$ 41.3	528,318	(1)	I	Held indirectly by Richmond Farm, L.P.
	11/13/2007	S	200	D		528,118	(1)	I	

Class B Common Stock	\$ 41.31	Held indirectly by Richmond Farm, L.P.
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONAHUE JOHN F C/O FEDERATED INVESTORS, INC. 1001 LIBERTY AVENUE PITTSBURGH, PA 15222-3779	X		Chairman	

## Signatures

/s/ Gail C. Jones  
(Attorney-in-Fact) 11/14/2007

\*\*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)

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In addition to the holdings set forth in Table I: 334,097 shares are held directly (this includes 308,661 shares of FII Class B Common Stock held in Federated's Profit Sharing/401 (k) Plan); 6,269 shares are held indirectly by Shamrock Properties, Inc.; 1,813,620 shares are held indirectly by Bay Road Partners; 7,033 shares are held indirectly by AWOL, Inc; and 38,821 shares are held indirectly by Comax Land Company of Florida.

### **Remarks:**

The Power of Attorney filed July 26, 2006 is incorporated by reference.

This Form represents part 1 of 2.

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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