

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

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 *
 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)

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

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

C/O FEDERATED INVESTORS, INC., 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class B Common Stock	11/13/2007		S	300	D	\$ 41.32	527,818 ⁽¹⁾ I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007		S	500	D	\$ 41.35	527,318 ⁽¹⁾ I	Held indirectly by Richmond Farm, L.P.
	11/13/2007		S	100	D		527,218 ⁽¹⁾ I	

Class B Common Stock					\$ 41.36				Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	4,161	D	\$ 41.37	523,057 ⁽¹⁾	I		Held indirectly by Richmond Farm, L.P.
Class B Common Stock	11/13/2007	S	57	D	\$ 41.38	523,000 ⁽¹⁾	I		Held indirectly by Richmond Farm, L.P.

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

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) 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 share 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 2 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. 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.