

DONAHUE JOHN F
 Form 4
 November 04, 2009

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 *
 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)
 11/02/2009

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

C/O FEDERATED INVESTORS, INC., FEDERATED INVESTORS TOWER

(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	11/02/2009		G ⁽¹⁾	V	1,068	D	\$ 0 0 ⁽²⁾	I	Held indirectly by AWOL, Inc.
Class B Common Stock	11/02/2009		J ⁽³⁾	V	553,474	D	\$ 0 0 ⁽²⁾	I	Held indirectly by Bay Road Partners
Class B Common Stock	11/02/2009		J ⁽⁴⁾	V	0	D	\$ 0 0 ⁽²⁾	I	Held indirectly by The

Beechwood
Company,
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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

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

Signatures

/s/ Megan W. Clement
(Attorney-in-Fact) 11/04/2009

__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) On November 2, 2009, the reporting person and his wife gifted all of the voting shares of AWOL, Inc. to trusts established for the benefit of his children and their descendants. The reporting person retained all of the non-voting shares of AWOL, Inc. As a result of this transaction, the reporting person will no longer report shares of Federated Investors, Inc. Class B Common Stock held directly by AWOL,

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Inc.

- (2) In addition to the holdings set forth in Table I: 191,797 shares are held directly; 523,000 shares are held indirectly by Richmond Farm, L.P.; 38,821 shares are held indirectly by Comax Land Company of Florida; 5,819 shares are held indirectly by John F. Donahue Revocable Trust; 5,819 shares are held indirectly by Rhodora J. Donahue Revocable Trust; and 618,880 shares are held indirectly by John F. Donahue Revocable Trust and Rhodora J. Donahue Revocable Trust.

- (3) These securities are disposed as a result of the above described disposition of the voting shares of AWOL, Inc., the sole general partner of Bay Road Partners. Due to the disposition of the voting stock of the sole general partner of Bay Road Partners, the reporting person will no longer report the shares of Federated Investors, Inc. Class B Common Stock held by Bay Road Partners. In addition, although not required to be reported, the reporting person and his wife also disposed of limited partnership interests held through revocable trusts.

- (4) Although not required to be reported, these securities are disposed as a result of the above described disposition of the voting shares of AWOL, Inc., a limited partner of the Beechwood Company, L.P. As reported in a filing made on December 5, 2005, the reporting person gifted all of the the voting shares of Beechmax, Inc., the general partner of the Beechwood Company, L.P. As the reporting person is therefore not required to report shares of Federated Investors, Inc. Class B Common Stock held by the Beechwood Company, L.P., this transaction is being reported on a voluntary basis. In addition, and also not required to be reported, the reporting person and his wife disposed of limited partnership interests in the Beechwood Company, L.P. held by a revocable trust and held by Oyster Bay Inc.

Remarks:

The Power of Attorney dated July 31, 2009 is incorporated herein.

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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