DONAHUE J CHRISTOPHER

Form 4 March 06, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DONAHUE J CHRISTOPHER	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	FEDERATED INVESTORS INC /PA/ [FII]	(Check all applicable)			
(Last) (First) (Middle) 5800 CORPORATE DRIVE	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2007	_X_ Director 10% Owner _X_ Officer (give title Other (specification) Below) President and CEO			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PITTSBURGH, PA 15237-7000		Form filed by More than One Reporting Person			

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acc	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	3. Transaction Code (Instr. 8)	4. Securition(A) or Dis	sposed	of	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or	Indirect Beneficial
		(Month/Day/Year)	Code V	(Instr. 3, 4) Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Class B Common Stock	03/02/2007		A	15,117	A	\$0	3,755,507 <u>(1)</u> <u>(2)</u>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting 6 wher runne / runne ss	Director	10% Owner	Officer	Other				
DONAHUE J CHRISTOPHER 5800 CORPORATE DRIVE PITTSBURGH, PA 15237-7000	X		President and CEO					

Signatures

Gail C. Jones 03/06/2007 (Attorney-in-Fact)

**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) This includes 136,524 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) Plan.
- In addition to the holdings set forth on Table I: 43,066 shares are held indirectly by spouse; 977,346 shares are held indirectly by children;
- (2) 639,026 shares are held indirectly by Power of Attorney; 302,443 shares are held indirectly by Beechwood Company L.P.; and 152,976 shares are held indirectly by Comax Partners Limited Partnership.

Remarks:

The Power of Attorney filed July 25, 2006 is incorporated 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.

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