

FEDERATED INVESTORS INC /PA/

Form 4

January 30, 2008

# 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 J CHRISTOPHER

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)  
01/28/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

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)

PITTSBURGH, PA 15222-3779

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)		
			Code	V	Amount or Price				
Class B Common Stock	01/28/2008		S	15	D	\$ 41.295	115,642 <sup>(1)</sup> / <sub>(2)</sub>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	01/28/2008		S	77	D	\$ 41.3	115,565 <sup>(1)</sup> / <sub>(2)</sub>	I	Held indirectly by Comax Partners

Class B Common Stock	01/28/2008	S	98	D	\$ 41.31	<u>115,467</u> <sup>(1)</sup> <u>(2)</u>	I	Limited Partnership  Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	01/28/2008	S	8	D	\$ 41.32	<u>115,459</u> <sup>(1)</sup> <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	01/28/2008	S	26	D	\$ 41.33	<u>115,433</u> <sup>(1)</sup> <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	01/28/2008	S	8	D	\$ 41.355	<u>115,425</u> <sup>(1)</sup> <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	01/28/2008	S	30	D	\$ 41.34	<u>115,395</u> <sup>(1)</sup> <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	01/28/2008	S	8	D	\$ 41.35	<u>115,387</u> <sup>(1)</sup> <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	01/28/2008	S	1	D	\$ 41.36	<u>115,386</u> <sup>(1)</sup> <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	01/29/2008	J	38	D	\$ 0	<u>302,405</u> <sup>(2)</sup> <u>(4)</u>	I	Held indirectly by

Beechwood  
Company  
L.P.

Class B  
Common Stock 01/29/2008 J<sup>(5)</sup> 500,000 D \$ 0 3,205,247  
(2) (3) D

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 Beneficially (Instr. 3, 4, and 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONAHUE J CHRISTOPHER C/O FEDERATED INVESTORS, INC. FEDERATED INVESTORS TOWER PITTSBURGH, PA 15222-3779	X		President and CEO	

## Signatures

/s/ Gail C. Jones  
(Attorney-in-Fact) 01/30/2008

\*\*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) The Federated Investors, Inc. Shares reported represent Mr. Donahue's proportional beneficial interest in the Shares held by Comax Partners Limited Partnership.
- (2) In addition to holdings set forth in Table I: 77,676 shares are held indirectly by spouse; 978,346 shares are held indirectly by children; and 639,026 shares are held indirectly by power of attorney.
- (3) Includes 136,524 shares are FII Class B Common Stock held in Federated's Profit Sharing/401 (k) plan.  
The Beechwood Company L.P. transferred a total of 500 Shares of Class B Common Stock to one of its employees as deferred
- (4) compensation. The transfer reported by Mr. Donahue represents his proportional beneficial interest in the Federated Investors, Inc. Shares transferred by Beechwood Company L.P. to the Beechwood Company L.P. employee.
- (5) On January 29, 2008, Mr. and Mrs. Donahue transferred 500,000 Shares of Class B Common Stock to Tight Lines Capital Partners LLC in exchange for membership interests in Tight Lines Capital Partners LLC.

### Remarks:

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

This Form represents part 3 of 3.

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.