

FEDERATED INVESTORS INC /PA/  
Form 4  
September 02, 2008

**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 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)  
08/28/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & 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)  
 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Class B Common Stock	08/28/2008		M		46,200 A \$ 11.75	3,267,448 <sup>(1)</sup> <sub>(2)</sub>	D
Class B Common Stock	08/28/2008		M		47,700 A \$ 13.2083	3,315,148 <sup>(1)</sup> <sub>(2)</sub>	D
Class B Common Stock	08/28/2008		M		31,500 A \$ 29.8125	3,346,648 <sup>(1)</sup> <sub>(2)</sub>	D

Class B Common Stock	08/28/2008	M	36,740	A	\$ 31	3,383,388 <sup>(1)</sup> <u>(2)</u>	D
Class B Common Stock	08/28/2008	M	56,721	A	\$ 25.35	3,440,109 <sup>(1)</sup> <u>(2)</u>	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 11.75 <sup>(3)</sup>	08/28/2008		M	46,200 <sup>(3)</sup>	01/26/1999 01/26/2009	Class B Common Stock 46,200
Employee Stock Options (Right to Buy)	\$ 13.2083 <sup>(4)</sup>	08/28/2008		M	47,700 <sup>(4)</sup>	01/25/2000 01/24/2010	Class B Common Stock 47,700
Employee Stock Options (Right to Buy)	\$ 29.8125	08/28/2008		M	31,500	01/23/2001 01/22/2011	Class B Common Stock 31,500
Employee Stock Options (Right to Buy)	\$ 31	08/28/2008		M	36,740	01/15/2002 01/15/2012	Class B Common Stock 36,740
	\$ 25.35	08/28/2008		M	56,721	12/18/2002 12/17/2012	56,721

Employee  
Stock  
Options  
(Right to  
Buy)

Class B  
Common  
Stock

## 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 & CEO	

## Signatures

/s/ Gail C. Jones  
(Attorney-in-Fact) 09/02/2008

\*\*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) 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 in Table I: 77,676 shares are held indirectly by spouse; 489,173 shares are held indirectly by children;
- (2) 639,026 shares are held indirectly by Power of Attorney; 302,405 shares are held indirectly by Beechwood Company L.P.; and 111,540 shares are held indirectly by Comax Partners Limited Partnership.
- (3) This option was previously reported as covering 30,800 shares at an exercise price of \$17.625 per share, but was adjusted to reflect the three-for-two stock split of Federated Investors, Inc. that occurred on June 22, 2000.
- (4) This option was previously reported as covering 31,800 shares at an exercise price of \$19.8215 per share, but was adjusted to reflect the three-for-two stock split of Federated Investors, Inc. that occurred on June 22, 2000.

### Remarks:

The Power of Attorney dated 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.

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