

DONAHUE J CHRISTOPHER  
 Form 4  
 December 18, 2018

**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)  
 09/06/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, President & CEO

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 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)			
				(A) or (D)	Price					
				Code	V	Amount				
Class B Common Stock	09/06/2018		G	V	1,150	D	\$ 0	1,613,603 (1)	D	
Class B Common Stock	09/13/2018		G	V	57,500	D	\$ 0	1,556,103	D	
Class B Common Stock	12/14/2018		G	V	1,150	D	\$ 0	1,554,953	D	
Class B								278,101 (2)	I	Held indirectly

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Common Stock							by Comax Partners, L.P. (d/b/a The Beechwood Company, L.P.)
Class B Common Stock			19,818 <sup>(3)</sup>	I			Held indirectly by The John F. and Rhodora J. Donahue Grandchildren's Trust
Class B Common Stock			5,819	I			Held indirectly by John F. Donahue Revocable Trust
Class B Common Stock			5,819	I			Held indirectly by Rhodora J. Donahue Revocable Trust
Class B Common Stock			82	I			Held indirectly by AWOL, Inc.
Class B Common Stock			569,880	I			Held indirectly by The John F. Donahue and Rhodora J. Donahue Joint Revocable Trust

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

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SEC 1474  
(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

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONAHUE J CHRISTOPHER FEDERATED INVESTORS, INC. 1001 LIBERTY AVENUE PITTSBURGH, PA 15222-3779	X		Chairman, President & CEO	

## Signatures

/s/ John D. Martini  
(Attorney-in-Fact)

12/18/2018

\_\_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 or around May 12, 2018, Comax Partners L.P. (d/b/a The Beechwood Company, L.P.) ("Comax") distributed shares of Federated Investors Inc. Class B Common Stock to all of its limited partners on a pro-rata basis (the "Distribution"). The Distribution did not involve any public sale of shares. As a result of the Distribution, the number of shares of Federated Investors, Inc. Class B Common Stock directly owned by the reporting person increased by 360 shares.

(2) As a result of the Distribution described in Footnote 1, the number of shares of Federated Investors, Inc. Class B Common Stock in which the reporting person has an indirect interest due to his interest in Comax decreased by 19,781 shares. The reporting person disclaims beneficial ownership of the Federated Investors, Inc. Class B Common Stock held by Comax except to the extent of his pecuniary interest therein.

(3) As a result of the Distribution described in Footnote 1, The John F. and Rhodora J. Donahue Grandchildren's Trust, in which the reporting person has an indirect interest, now owns 19,818 shares of Federated Investors, Inc. Class B Common Stock.

### Remarks:

The Power of Attorney dated April 24, 2014 is incorporated herein 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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