

FEDERATED INVESTORS INC /PA/
 Form 4/A
 February 23, 2005

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 THOMAS R

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)
 5800 CORPORATE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/23/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, CFO, Treasurer

PITTSBURGH, PA 15237-7000
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 04/29/2004

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
Class B Common Stock	04/23/2004		G	V 2,960 D \$ 0	538,070 ⁽¹⁾ ₍₂₎	D	
Class B Common Stock	04/23/2004		G	V 2,960 A \$ 0	275,080 ⁽²⁾ ₍₃₎	I	By J. Christopher Donahue as custodian for minor children.

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 Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONAHUE THOMAS R 5800 CORPORATE DRIVE PITTSBURGH, PA 15237-7000			VP, CFO, Treasurer	

Signatures

Kary A. Moore (Attorney in fact) 02/23/2005

**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 72 shares of Federated Investor's Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) Plan
In addition: 1,429 shares are held indirectly by spouse; 845,550 shares are held indirectly by Maxfund Partners, L.P. 272,120 shares are held indirectly by J. Christopher Donahue as custodian for minor children; and 648,250 shares are held indirectly by Dan McGrogan as custodian for minor children.
 - (3) This filing is amended to report receipt of a transfer of 2,960 shares to reporting person's indirect holdings. The original filing showed the transfer out of direct holdings but not the receipt into indirect holdings.

Remarks:

The Power of Attorney filed February 26, 2003 is incorporated herein by reference.

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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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