

DONAHUE J CHRISTOPHER
 Form 4
 December 05, 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 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)
 12/01/2005

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

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Class B Common Stock	09/15/2005		J	V	302,519	A	\$ 0	302,519 ⁽¹⁾ ₍₂₎	I	held indirectly by Beechwood Company L.P.
Class B Common Stock	09/15/2005		J	V	223,333	A	\$ 0	223,333 ⁽¹⁾ ₍₂₎	I	Held indirectly by Comax Partners Limited

Class B Common Stock	12/01/2005	S	9,385	D	\$ 35.75	213,948 ⁽²⁾ <u>(3)</u>	I	Partnership held indirectly by Comax Partners Limited Partnership
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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 (Instr. 5)
				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 J CHRISTOPHER FEDERATED INVESTORS INC FEDERATED INVESTORS TOWER PITTSBURGH, PA 15222-3779	X		President and CEO	

Signatures

/s/ Kary A. Moore
(Attorney-In-Fact) 12/05/2005

__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) On September 15, 2005 J. Christopher Donahue was gifted voting shares of Beechmax Company, the general partner of the Beechwood Company L.P. and Comax Partners Limited Partnership. The Federated Investors, Inc. shares reported represent Mr. Donahue's proportional beneficial interest in the shares held by Beechwood Company L.P. and Comax Partners Limited Partnership as a result of the gift.

(2) In addition to the securities reported in Column 5 of Table I: 4,219,459 shares are held directly (this includes 136,524 shares of FII Class B Common Stock held in Federated's Profit Sharing/401(k) plan); 50,296 shares are held indirectly by his spouse; 1,272,046 shares are held indirectly by his children; 439,940 shares are held indirectly by Daniel McGrogan as custodian for minor children; 5,075 shares are held indirectly by Tiger Investment Management, LLC; 636,566 shares are held indirectly by Power of Attorney; and 831,026 shares are held indirectly by Tom Donahue as custodian for minor children.

(3) The Federated Investors, Inc. shares reported represent Mr. Donahue's proportional beneficial interest in the shares held by Comax Partners Limited Partnership.

Remarks:

The Power of Attorney filed February 3, 2003 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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