

DONAHUE THOMAS R
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 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)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2005

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

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)			
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	09/15/2005		J	V	302,519	A	\$ 0	302,519 ⁽¹⁾ / ₍₃₎	I	held indirectly by Beechwood Company, L.P.
Class B Common Stock	09/15/2005		J	V	223,333	A	\$ 0	223,333 ⁽¹⁾ / ₍₃₎	I	held indirectly by Comax Partners Limited

							Partnership	
Class B Common Stock	12/01/2005	S	40,000	D	\$ 35.75	484,270 ⁽²⁾ <u>35.75</u> ⁽³⁾	D	
Class B Common Stock	12/01/2005	S	40,000	D	\$ 35.75	805,550 ⁽³⁾	I	held indirectly by Maxfund Partners, L.P.
Class B Common Stock	12/01/2005	S	10,000	D	\$ 35.75	100,510 ⁽³⁾	I	held indirectly by child
Class B Common Stock	12/01/2005	S	50,000	D	\$ 35.75	492,185 ⁽³⁾	I	held indirectly by Dan McGrogan as custodian for minor children
Class B Common Stock	12/01/2005	S	9,385	D	\$ 35.75	213,948 ⁽³⁾ <u>35.75</u> ⁽⁴⁾	I	held indirectly by Comax Partners Limited Partnership

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONAHUE THOMAS R FEDERATED INVESTORS, INC. FEDERATED INVESTORS TOWER PITTSBURGH, PA 15222-3779			VP, CFO and Treasurer	

Signatures

/s/ Kary 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).
- On September 15, 2005 Thomas R. Donahue was gifted voting shares of the 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 the Beechwood Company L.P. and Comax Partners Limited Partnership as a result of the gift.
- (1) This includes 72 shares of Federated Investors, Inc.'s Class B Common Stock held in Federated's Profit Sharing/401(k) Plan.
 - (2) In addition to the securities reported in Column 5 of Table 1: 1,969 shares are held indirectly by spouse; and 262,165 shares are held indirectly by J. Christopher 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.
 - (4)

Remarks:

The Power of Attorney filed February 26, 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. 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.