#### FEDERATED INVESTORS INC /PA/

Form 4

February 17, 2006

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

Estimated average

burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person \*

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

	E J CHRISTOPH	ER Symb	suer Name <b>and</b> ol ERATED IN [FII]				Issuer (Ch	eck all applica	. ,
(Last)		(Mon	th/Day/Year)	ansaction	l		X Director X Officer (gibelow)		0% Owner Other (specify
	RATED INVEST ERATED INVES		6/2006				P	resident & CE	0
	(Street)		Amendment, Da Month/Day/Year		al		6. Individual or Applicable Line) _X_ Form filed by	y One Reporting	Person
PITTSBUI	RGH, PA 15222-3	3779					Person	More than One	Reporting
(City)	(State)	(Zip)	able I - Non-D	erivative	Secu	rities Acq	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		if Transaction Code	(Instr. 3,	ispose	d of (D)	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	02/16/2006		S	1,585	D	\$ 39.7	212,363 <u>(1)</u> <u>(2)</u>	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006		S	54	D	\$ 39.71	212,309 (1) (2)	I	held indirectly by Comax Partners

								Limited Partnership
Class B Common Stock	02/16/2006	S	154	D	\$ 39.72	212,155 <u>(1)</u> <u>(2)</u>	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	62	D	\$ 39.73	212,093 (1) (2)	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	115	D	\$ 39.74	211,978 (1) (2)	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	346	D	\$ 39.75	211,632 (1) (2)	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	108	D	\$ 39.76	211,524 (1) (2)	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	69	D	\$ 39.77	211,455 <u>(1)</u> <u>(2)</u>	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	785	D	\$ 39.78	210,670 (1) (2)	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	154	D	\$ 39.79	210,516 <u>(1)</u> <u>(2)</u>	I	held indirectly by Comax

								Partners Limited Partnership
Class B Common Stock	02/16/2006	S	100	D	\$ 39.8	210,416 (1) (2)	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	23	D	\$ 39.81	210,393 (1) (2)	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	23	D	\$ 39.82	210,370 (1) (2)	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	23	D	\$ 39.83	210,347 (1)	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	123	D	\$ 39.84	210,224 (1) (2)	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	646	D	\$ 39.85	209,578 (1) (2)	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	138	D	\$ 39.86	209,440 <u>(1)</u> <u>(2)</u>	I	held indirectly by Comax Partners Limited Partnership
Class B Common	02/16/2006	S	69	D	\$ 39.87	209,371 <u>(1)</u> <u>(2)</u>	I	held indirectly by

Stock								Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	223	D	\$ 39.88	209,148 <u>(1)</u> <u>(2)</u>	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	854	D	\$ 39.89	208,294 (1) (2)	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	823	D	\$ 39.9	207,471 (1) (2)	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	69	D	\$ 39.91	207,402 (1) (2)	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	531	D	\$ 39.92	206,871 (1) (2)	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	92	D	\$ 39.93	206,779 (1) (2)	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	115	D	\$ 39.94	206,664 (1) (2)	I	held indirectly by Comax Partners Limited Partnership
	02/16/2006	S	254	D			I	

Class B Common Stock					\$ 39.95	206,410 (1) (2)		held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	31	D	\$ 39.96	206,379 <u>(1)</u> <u>(2)</u>	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	92	D	\$ 39.97	206,287 <u>(1)</u> <u>(2)</u>	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	15	D	\$ 39.98	206,272 (1) (2)	I	held indirectly by Comax Partners Limited Partnership
Class B Common Stock	02/16/2006	S	15	D	\$ 39.99	206,257 (1) (2)	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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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of Derivative	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transaction	5. orNumber of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secur
Security (Instr. 3)	Price of		any (Month/Day/Year)	(Instr. 8)	Derivativ	• /	Securities	(Instr. 5)	Bene
(======================================	Derivative		(	()	Securities		(Instr. 3 and 4)	()	Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

4, and 5)

Date Expiration or Number of Shares

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

DONAHUE J CHRISTOPHER
C/O FEDERATED INVESTORS, INC.
FEDERATED INVESTORS TOWER
PITTSBURGH, PA 15222-3779

Relationships
Officer Other

## **Signatures**

/s/Kary A. Moore (Attorney-In-Fact) 02/17/2006

\*\*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) The Federated Investors, Inc. Shares reported represent Mr. Donahue's proportional beneficial interest in the shares held by Comax Partners Limited Partnership.
  - 3,736,664 shares are held directly (this includes 136,524 shares of FII Class B Common Stock held in Federated's Profit Sharing/401(k) Plan); 50,726 shares are held indirectly by his spouse; 637,706 shares are held indirectly by Power of Attorney; 831,026 shares are held
- (2) indirectly by Tom Donahue as custodian for minor children; 439,940 shares are held indirectly by Dan McGrogan as custodian for minor children; 5,075 shares are held indirectly by Tiger Investment Management, LLC; 302,481 shares are held indirectly by the Beechwood Company (this amount represents Mr. Donahue's proportional interest in the FII shares held by the Beechwood Company).

#### **Remarks:**

The Power of Attorney filed February 6, 2003 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. 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.

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