#### Edgar Filing: DONAHUE J CHRISTOPHER - Form 4

#### DONAHUE J CHRISTOPHER

Form 4

September 08, 2011

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	$\smile$				

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

Section 16.
Form 4 or
Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Form 5 obligations may continue. *See* Instruction

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).

Class B

Stock

Class B

Stock

Common

Common

03/07/2011

07/26/2011

(Print or Type Responses)

1. Name and Address of Reporting Person \*

DONAHUE I CHRISTOPHER

DONAHUI	E J CHRISTOPH	F	Symbol FEDERATED INVESTORS INC /PA/ [FII]			(Check all applicable)				
(Last)	(First)  RTY AVENUE	(N	3. Date of Earliest Transaction (Month/Day/Year) 03/07/2011			X Director 10% OwnerX Officer (give title Other (specify below) President and CEO				
		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PITTSBUR	GH, PA 15222							Form filed by M Person	More than One Re	eporting
(City)	(State)	(Zip)	Table I - No	on-D	erivative Se	curiti	es Acq	uired, Disposed o	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Pate, if Trans Code	. 8)	4. Securities on(A) or Disp (Instr. 3, 4	osed o	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	03/07/2011		G	V	1,116	D	\$0	2,825,292 (1) (2)	D	

V 1,116

V 116,000 D

\$0

\$0

65,470 (2)

 $2,709,292 \frac{(1)}{2}$ 

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

Held

indirectly

by spouse.

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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. Transact Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired		ate	Amou Under Secur	le and ant of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo
	·				(A) or Disposed of (D) (Instr. 3, 4, and 5)						Repo Trans (Instr
				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 1001 LIBERTY AVENUE PITTSBURGH, PA 15222

X President and CEO

## **Signatures**

Gail C. Jones (Attorney-in-Fact) 09/08/2011

\*\*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 136,524 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) Plan.
- In addition to the holdings set forth in Table I: 592,766 shares are held indirectly by Power of Attorney; 82 shares are held indirectly by (2) AWOL, Inc.; 298,559 shares are held indirectly by the Beechwood Company, L.P.; and 82,755 shares are held indirectly by Comax Partners Limited Partnership.

#### Remarks:

The Power of Attorney filed July 15, 2009 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.

Reporting Owners 2

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