

FEDERATED INVESTORS INC /PA/
 Form 4/A
 January 29, 2014

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 *
MCGONIGLE JOHN W

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)
12/02/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice Chairman, Secretary, EVP

FEDERATED INVESTORS, INC., 1001 LIBERTY AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
12/04/2013

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|---|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | Held indirectly by | | | |
| Class B Common Stock | 12/02/2013 | | G ⁽¹⁾ | V | 7,901 ⁽²⁾ | D | \$ 0 ⁽¹⁾ | 2,075,324 | I | Held indirectly by Fairview Partners L.P. |

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

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number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCGONIGLE JOHN W FEDERATED INVESTORS, INC. 1001 LIBERTY AVENUE PITTSBURGH, PA 15222-3779 | X | | Vice Chairman, Secretary, EVP | |

Signatures

/s/ John D. Martini
(Attorney-in-fact) 01/29/2014

**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 reported securities are held by Fairview Partners, a limited partnership of which 713 Investment Corp. is the sole general partner. Mr. McGonigle and his wife are shareholders and directors of 713 Investment Corp. On December 2, 2013, the reporting person and his wife gifted partnership interest to their children and grandchildren. The reporting person disclaims beneficial ownership of the FII Class B Common Stock held by Fairview Partners except to the extent of his pecuniary interest therein. This transaction did not involve any public sale of shares.
- (2) Box 4 of original Form 4 filed December 4, 2013 indicated that an estimated 7,700 shares of FII Class B Common Stock were transferred as a result of Mr. McGonigle and his wife gifting partnership interests in Fairview Partners L.P. to their children and grandchildren. The estimated number of shares was provided because the percentage partnership interest in Fairview Partners, L.P. was subject to an independent valuation. Subsequent to the December 4, 2013 filing, the independent valuation was performed and it was determined that 7,901 shares had actually been transferred as a result of the gifting.

Remarks:

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The Power of Attorney dated June 19, 2012 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.

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