

FEDERATED INVESTORS INC /PA/
Form 4
August 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 *
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)
08/28/2014

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

1001 LIBERTY AVENUE, C/O
FEDERATED INVESTORS, INC.

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Class B Common Stock	08/28/2014		S	30,000	D	\$ 30.5359 (1)	615,831 D	Held indirectly
Class B Common Stock	08/28/2014		S	30,000	D	\$ 30.5352 (2)	715,550 (3) I	by MaxFund Partners, L.P.
Class B Common							72 I	Held indirectly

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Stock							by 401(k) Plan
Class B Common Stock				4,409	I		Held indirectly by spouse
Class B Common Stock				82	I		Held indirectly by AWOL, Inc.
Class B Common Stock				366,391	I		Held indirectly by Comax Partners Limited Partnership
Class B Common Stock				141,035	I		Held indirectly by power of attorney
Class B Common Stock				75,073 ⁽⁴⁾	I		Held indirectly by J. Christopher Donahue as Custodian for minor children
Class B Common Stock				152,178	I		Held indirectly by Peter Donahue

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	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 Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DONAHUE THOMAS R
1001 LIBERTY AVENUE
C/O FEDERATED INVESTORS, INC.
PITTSBURGH, PA 15222-3779

VP, CFO &
Treasurer

Signatures

/s/John D. Martini
(Attorney-in-Fact)

08/29/2014

**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 price reported in Column 4 is a weighted average price. These shares were sold in 350 transactions at prices ranging from \$30.42 to \$30.63 inclusive. The reporting person undertakes to provide to Federated Investors, Inc., any security holder of Federated Investors, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in 333 transactions at prices ranging from \$30.42 to \$30.63 inclusive. The reporting person undertakes to provide to Federated Investors, Inc., any security holder of Federated Investors, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) The reported securities are held by Maxfund Partners, L.P., a limited partnership of which the reporting person and his wife are the sole shareholders of the general partner. The reporting person disclaims beneficial ownership of the Federated Investors, Inc. Class B Common Stock held by Maxfund Partners, L.P. except to the extent of his pecuniary interest therein.

(4) J. Christopher Donahue is no longer Custodian of 152,178 shares of Federated Investors, Inc. Class B Common Stock held by Peter Donahue.

Remarks:

A Power of Attorney dated April 24, 2014 is filed herewith.

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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