

FEDERATED INVESTORS INC /PA/
Form 4/A
October 30, 2015

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)

FEDERATED INVESTORS, INC., 1001 LIBERTY AVENUE

(Street)

PITTSBURGH, PA 15222-3779

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
09/16/2015

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

4. If Amendment, Date Original Filed(Month/Day/Year)
09/18/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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			
Class B Common Stock	09/16/2015		G ⁽¹⁾	V	6,704 ⁽²⁾	D	1,954,878	I	Held indirectly by Fairview Partners, L.P.
Class B Common Stock	09/16/2015		S ⁽³⁾		15,639 ⁽⁴⁾	D	1,954,878	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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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. 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 Owned Beneficially (Instr. 6)
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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, Sec, EVP	

Signatures

/s/John D. Martini
(Attorney-in-fact) 10/30/2015

**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).

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 September 16, 2015, the reporting person and his wife gifted partnership interest to their children and grandchildren. The reporting person disclaims beneficial ownership of the Federated Investors, Inc. Class B Common Stock held by Fairview Partners, L.P. except to the extent of his pecuniary interest therein. This transaction did not involve any public sale of shares.

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- Box 4 of original Form 4 filed September 18, 2015 indicated that an estimated 6,704 shares of Federated Investors, Inc. 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 September 18, 2015 filing, the independent valuation was performed and it was determined that 6,704 shares had actually been transferred as a result of the gifting.

- 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 September 16, 2015, the reporting person and his wife sold a 0.80% interest in Fairview Partners, L.P. to The John W. and Mary Ita McGonigle Grantor Dynasty Trust established for the benefit of the reporting person's Descendants. The interest was sold in exchange for a note, equal to the value of the 0.80% partnership interest and was done for family wealth transfer purposes. The Federated Investors, Inc. Class B Common Stock held by Fairview Partners, L.P. was valued at \$31.53 per share on the date of the transaction. The reporting person disclaims beneficial ownership of the Federated Investors, Inc. Class B Common Stock held by Fairview Partners, L.P. except to the extent of his pecuniary interest therein. This transaction did not involve any public sale of shares.

- Box 4 of original Form 4 filed September 18, 2015 indicated that an estimated 15,639 shares of Federated Investors, Inc. Class B Common Stock were transferred as a result of the sale of a 0.80% interest in Fairview Partners, L.P. to The John W. and Mary Ita McGonigle Grantor Dynasty Trust established for the benefit of the reporting person's Descendants. 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 September 18, 2015 filing, the independent valuation was performed and it was determined that 15,639 shares had actually been transferred as a result of the sale.

Remarks:

The Power of Attorney dated November 4, 2014 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.

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