### FEDERATED INVESTORS INC /PA/

Form 4

Stock

Class B

Stock

Common

December 11, 2015

December 1	1, 2015											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL				
	UNITED	STATES				ND EX D.C. 20		NGE	COMMISSIO	N OMB Number:	3235-0287	
Check th if no long	rar		Expires:	January 31, 2005								
subject to Section 1 Form 4 c	6. or	FATEMENT OF CHANGES IN BENEFICIAL O SECURITIES								burden h response	d average ours per	
Form 5 obligatio may com <i>See</i> Instr 1(b).	ns Section 17	(a) of the		tility I	Holo	ling Cor	npan	y Act	nge Act of 1934 of 1935 or Sect 940			
(Print or Type l	Responses)											
1. Name and Address of Reporting Person * DONAHUE THOMAS R			2. Issuer Name and Ticker or Trading Symbol EEDER A TED INVESTORS INC.						5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
		FEDERATED INVESTORS INC /PA/ [FII]										
(Last)	(First)	(First) (Middle)				ansaction			Director 10% OwnerX_ Officer (give title Other (specify			
	ED INVESTORS LIBERTY AVE		(Month/I 12/10/2		/				below)	below), CFO & Treas	ourer	
	(Street)		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 15222-3	3779							Form filed by Person	y More than One	Reporting	
(City)	(State)	(Zip)	Tab	le I - No	on-D	erivative	Secur	rities A	cquired, Disposed	of, or Benefic	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	med 3. 4. Securities on Date, if TransactionAcquired (A) or Code Disposed of (D) Day/Year) (Instr. 8) (Instr. 3, 4 and 5)  (A) or				<b>)</b> )	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Class B				Code	V	Amount		Price	(Instr. 3 and 4)			
Common Stock	12/10/2015			G	V	945	D	\$0	636,683	D		
Class B											Held indirectly by	
Common									685,550	I	MaxFund	

Partners, L.P.

indirectly by

Held

The

341,542

I

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			Beechwood Company, L.P.
Class B Common Stock	72	I	Held indirectly 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	131,035	I	Held indirectly by power of attorney
Class B Common Stock	75,073	I	Held indirectly by J. Christopher Donahue as Custodian for minor children
Class B Common Stock	152,178	I	Held indirectly by immediate family member

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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4, and 5)

Date Expiration Exercisable Date

Code V (A) (D)

Amount or Number of Shares

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

VP, CFO & Treasurer

### **Signatures**

/s/John D. Martini (Attorney-in-Fact) 12/11/2015

\*\*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).

#### **Remarks:**

The Power of Attorney dated April 24, 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. 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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