

FEDERATED INVESTORS INC /PA/
 Form 4
 July 05, 2017

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 J CHRISTOPHER

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)
 06/30/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & CEO

1001 LIBERTY AVENUE, 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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class B Common Stock	06/30/2017		G	V 1 <u>(1)</u> A \$ 0	458,385 <u>(2)</u>	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	06/30/2017		J ⁽³⁾	710 <u>(4)</u> D \$ 0	297,972 <u>(5)</u>	I	Held indirectly by The Beechwood Company, L.P.

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Class B Common Stock	06/30/2017	<u>J</u> ⁽⁶⁾	<u>9,439</u> ⁽⁷⁾	A	\$ 0	1,024,785 ⁽²⁾	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock						1,684,920	D	
Class B Common Stock						5,819	I	Held indirectly by John F. Donahue Revocable Trust
Class B Common Stock						5,819	I	Held indirectly by Rhodora J. Donahue Revocable Trust
Class B Common Stock						592,766	I	Held indirectly by power of attorney
Class B Common Stock						82	I	Held indirectly by AWOL, Inc.
Class B Common Stock						569,880	I	Held indirectly by The John F. Donahue and Rhodora J. Donahue Joint Revocable Trust

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secur
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene- Own- Follo- 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 FEDERATED INVESTORS, INC. PITTSBURGH, PA 15222-3779	X		Chairman, President & CEO	

Signatures

/s/ John D. Martini
(Attorney-in-Fact) 07/05/2017

**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) Richmond Farm, LLC ("Richmond LLC") is the sole general partner of Richmond Farm, L.P. ("Richmond L.P."). The John F. and Rhodora J. Donahue New Richmond Farm Trust, of which the reporting person is a trustee, was gifted a majority of the voting shares of Richmond LLC. As a result of the transaction, the number of shares of Federated Investors, Inc. Class B Common Stock in which the reporting person has an indirect interest due to his interest in Richmond L.P. through Richmond LLC will increase by the amount indicated in Box 4.
 - (2) The reporting person disclaims beneficial ownership of the Federated Investors, Inc. Class B Common Stock held by Richmond Farm L.P. except to the extent of his pecuniary interest therein.

The described transaction did not involve any public sale of shares and was done for family governance purposes. On June 30, 2017, The Beechwood Company, L.P. ("Beechwood") transferred shares of Federated Investors, Inc. Class B Common Stock to Richmond Farm, L.P. as part of a support agreement. Beechmax, Inc. ("Beechmax") is the sole general partner of Beechwood and the reporting person is a shareholder of Beechmax. The reporting person has a limited partnership interest in Beechwood.
 - (3) As a result of the transaction, the number of shares of Federated Investors, Inc. Class B Common Stock in which the reporting person has an indirect interest due to his limited partnership interest in Beechwood will decrease by the amount indicated in Box 4.

The shares of Federated Investors, Inc. Class B Common Stock reported represent the reporting person's proportional beneficial interest (through his voting interest in the general partner) as shareholder of the general partner in shares of issuer securities held by Beechwood.
 - (4) The reporting person disclaims beneficial ownership of the Federated Investors, Inc. Class B Common Stock held by Beechwood except to the extent of his pecuniary interest therein.
 - (5) As described in Footnote 3, Richmond L.P. received shares of Federated Investors, Inc. Class B Common Stock as part of a support agreement. Richmond LLC is the sole general partner of Richmond L.P. and the reporting person is a member of Richmond LLC and a trustee of The John F. and Rhodora J. Donahue New Richmond Farm Trust, which holds a majority of the voting shares of Richmond

LLC.

- (7) As a result of the transaction, the number of shares of Federated Investors, Inc. Class B Common Stock in which the reporting person has an indirect interest due to his interest in Richmond L.P. through Richmond LLC will increase by the amount indicated in Box 4.

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.

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