

DONAHUE JOHN F  
Form 4  
January 09, 2007

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 JOHN F

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)  
01/02/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman

FEDERATED INVESTORS  
TOWER, 1001 LIBERTY AVE

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Class B Common Stock	01/02/2007		G	V 774	D \$ 0	0 <sup>(1)</sup>	I Held indirectly by John F. Donahue Revocable Trust
Class B Common Stock	01/02/2007		G	V 774	D \$ 0	0 <sup>(1)</sup>	I Held indirectly by Rhodora J. Donahue Revocable

Edgar Filing: DONAHUE JOHN F - Form 4

Class B Common Stock	01/02/2007	G	V	1,548	D	\$ 0	7,033 <sup>(1)</sup>	I	Trust Held indirectly by AWOL, Inc.
Class B Common Stock	01/02/2007	G	V	20,810	D	\$ 0	0 <sup>(1)</sup>	I	Held indirectly by Oyster Bay Properties, Inc.
Class B Common Stock	01/02/2007	G	V	19,573	D	\$ 0	6,270 <sup>(1)</sup>	I	Held indirectly by Shamrock Properties, Inc.
Class B Common Stock	01/02/2007	G	V	103,580	D	\$ 0	1,813,620 <sup>(1)</sup>	I	Held indirectly by Bay Road Partners

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 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. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONAHUE JOHN F FEDERATED INVESTORS TOWER 1001 LIBERTY AVE PITTSBURGH, PA 15222-3779	X	X	Chairman	

## Signatures

/s/ Gail C. Jones  
(Attorney-in-Fact) 01/09/2007

\*\*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).
- In addition to holdings set forth in Table I: 20,610 Shares are Restricted Stock; 4,826 Shares are held directly; 308,661 Shares are held (1) indirectly as part of Federated's Profit Sharing/401(k) Plan; 298,000 Shares are held indirectly by Richmond Farm LLC; and 38,821 Shares are held indirectly by Comax Land Company of Florida.

### Remarks:

The Power of Attorney dated July 26, 2006 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. 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.