

FEDERATED INVESTORS INC /PA/  
Form 4  
August 30, 2007

**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)  
08/27/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

C/O FEDERATED INVESTORS, INC., FEDERATED INVESTORS TOWER

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Class B Common Stock            | 08/27/2007                           |  | G <sup>(1)</sup>               | V 7,600 D \$ 0  | 3,747,457 <sup>(2)</sup> <sub>(3)</sub>   | D  |                                   |
| Class B Common Stock            | 08/27/2007                           |  | G <sup>(1)</sup>               | V 7,600 D \$ 0  | 35,466 <sup>(3)</sup>   | I  | held indirectly by spouse.        |
| Class B Common Stock            | 08/27/2007                           |  | G <sup>(1)</sup>               | V 1,000 A \$ 0  | 978,346 <sup>(3)</sup>  | I  | held indirectly by children       |

|                            |            |                  |   |        |   |      |  |   |                                 |
|----------------------------|------------|------------------|---|--------|---|------|--|---|---------------------------------|
| Class B<br>Common<br>Stock | 08/27/2007 | G <sup>(4)</sup> | V | 42,210 | D | \$ 0 | 3,705,247 <sup>(2)</sup><br><u>(3)</u> | D |                                 |
| Class B<br>Common<br>Stock | 08/27/2007 | G <sup>(4)</sup> | V | 42,210 | A | \$ 0 | 77,676 <sup>(3)</sup>                  | I | held<br>indirectly<br>by spouse |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |
|   |  |   |   |                                      |  | Code   | V   | (A)   | (D)   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| DONAHUE J CHRISTOPHER<br>C/O FEDERATED INVESTORS, INC.<br>FEDERATED INVESTORS TOWER<br>PITTSBURGH, PA 15222-3779 | X             |           | President and CEO |       |

## Signatures

/s/ Gail C. Jones  
(Attorney-in-Fact) 08/30/2007

\*\*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).
- (1) Of the 7,600 shares of FII Class B Common Stock gifted by each of Mr. and Mrs. Donahue, 500 shares of each gift were given to children who share Mr. Donahue's household.
- (2) This includes 136,524 shares of FII Class B Common Stock held in Federated's Profit Sharing/401(k) Plan.
- (3) In addition to the holdings set forth in Table I: 639,026 shares are held indirectly by power of attorney; 302,443 shares are held indirectly by Beechwood Company; and 131,053 shares are held indirectly by Comax Partners Limited Partnership.
- (4) This represents a gift from Mr. Donahue's direct holdings, held jointly with spouse, into spouse's direct holdings.

### Remarks:

The Power of Attorney filed July 25, 2006 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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