DONAHUE THOMAS R
Form 4
November 04, 2009

FORM 4

OMB APPROVAL

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

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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 THOMAS R

(Last) (First) (Middle)

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

(Street)

PITTSBURGH, PA 15222-3779

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FEDERATED INVESTORS INC /PA/ [FII]

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP, CFO, Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	11/02/2009		G(1)	V	82	A	$ 0	82 (2)	I	Held indirectly by AWOL, Inc.
Class B Common Stock	11/02/2009		J(3)	V	42,575	A	$ 0	42,575 (2)	I	Held indirectly by Bay Road Partners
Class B Common	11/02/2009		J(4)	V	4,160	A	$ 0	298,559 (2)	I	Held indirectly

Stock									by The Beechwood Company, L.P.
Class B Common Stock	11/02/2009		S(5)	207,992	D	(5)	298,559 (2)	I	Held indirectly by The Beechwood Company, L.P.
Class B Common Stock	11/02/2009		S(6)	116,474	D	(6)	1,005,550 (2)	I	Held indirectly by Maxfund Partners, L.P.

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

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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)
				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 THOMAS R C/O FEDERATED INVESTORS, INC. FEDERATED INVESTORS TOWER PITTSBURGH, PA 15222-3779			VP, CFO, Treasurer	

Signatures

/s/ Megan W. Clement
(Attorney-in-Fact)

11/04/2009

**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)	On November 2, 2009, voting shares of AWOL, Inc. were gifted to the Trust for the Benefit of the Family of Thomas R. Donahue. The reporting person and his wife serve as trustees of said Trust. The Federated Investors, Inc. Class B Common Stock shares held by AWOL, Inc. were valued at $26.81 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 AWOL, Inc. except to the extent of his pecuniary interest therein.
(2)	In addition to the holdings set forth in Table I: 517,396 shares are held directly (this includes 72 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) plan); 3,509 shares are held indirectly by spouse; 82,755 shares are held indirectly by Comax Partners Limited Partnership; 137,665 shares are held indirectly by Power of Attorney; and 525,744 shares are held indirectly by J. Christopher Donahue as Custodian for minor children.
(3)	The reported securities are held by Bay Road Parnters, a limited partnership of which AWOL, Inc. is the general partner. As described above, voting shares of AWOL, Inc. were gifted to the Trust for the Benefit of the Family of Thomas R. Donahue. The reporting person and his wife serve as trustees of said Trust. As a result of this transaction, the reporting person acquired shares of Federated Investors, Inc. Class B Common Stock held by Bay Road Partners. The Federated Investors, Inc. Class B Common Stock shares held by Bay Road Partners were valued at $26.81 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 Bay Road Partners except to the extent of his pecuniary interest therein.
(4)	The reported securities are held by The Beechwood Company, L.P., a limited partnership of which the reporting person and his wife serve as trustees of a trust that is a shareholder of the general partner. As described above, voting shares of AWOL, Inc. were gifted to the Trust for the Benefit of the Family of Thomas R. Donahue. The reporting person and his wife serve as trustees of said Trust. AWOL, Inc. owns a 1.393364% limited partnership interest in The Beechwood Company, L.P. As a result of this transaction, the reporting person has acquired additional limited partnership interests in The Beechwood Company, L.P. The Federated Investors, Inc. Class B Common Stock shares held by The Beechwood Company, L.P. were valued at $26.81 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 The Beechwood Company, L.P. except to the extent of his pecuniary interest therein.
(5)	The reported securities are held by The Beechwood Company, L.P., a limited partnership of which the reporting person and his wife serve as trustees of a trust which is a shareholder of the general partner. On November 2, 2009, the reporting person sold a 5.358881% limited partnership interest in The Beechwood Company, L.P. to a trust. The limited partnership interest was sold in exchange for notes, equal to the value of the 5.358881% of The Beechwood Company, L.P. limited partnership interest. The Federated Investors, Inc. Class B Common Stock shares held by The Beechwood Company, L.P. were valued at $26.81 per share on the date of the transaction. The reporting person disclaims beneficial ownerhsip of the Federated Investors, Inc. Class B Common Stock held by The Beechwood Company, L.P. except to the extent of his pecuinary interest therein.
(6)	The reported securities are held by Maxfund Partners, L.P., a limited partnership of which the reporting person and his wife are the sole sharesholders of the general partner. On November 2, 2009, the reporting person and his wife sold 11.5830744% limited partnership interest in Maxfund Partners, L.P. to trusts established for the benefit of certain of the reporting person's children. The limited partnership interest was sold in exchange for cash and notes, equal to the value of the 11.5830744% Maxfund Partners, L.P. limited partnership interest. The Federated Investors, Inc. Class B Common Stock shares held by Maxfund Partners, L.P. were valued at $26.81 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 Maxfund Partners, L.P. except to the extent of his pecuniary interest therein.

Remarks:

The Power of Attorney dated July 16, 2009 is incorporated herein.

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.