

DONAHUE THOMAS R
 Form 4
 June 08, 2009

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 THOMAS R

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)
 C/O FEDERATED INVESTORS, INC., 1001 LIBERTY AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/04/2009

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

PITTSBURGH, PA 15222-3779

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

(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	06/04/2009		S ⁽¹⁾	129	D	\$ 25.84	106,371 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/04/2009		S ⁽¹⁾	369	D	\$ 25.85	106,002 ⁽²⁾	I	Held indirectly by Comax Partners Limited

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Class B Common Stock	06/04/2009	<u>S⁽¹⁾</u>	400	D	\$ 25.86	105,602 ⁽²⁾	I	Partnership Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/04/2009	<u>S⁽¹⁾</u>	142	D	\$ 25.87	105,460 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/04/2009	<u>S⁽¹⁾</u>	671	D	\$ 25.88	104,789 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/04/2009	<u>S⁽¹⁾</u>	899	D	\$ 25.89	103,890 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/04/2009	<u>S⁽¹⁾</u>	6,480	D	\$ 25.9	97,410 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/04/2009	<u>S⁽¹⁾</u>	19	D	\$ 25.91	97,391 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/04/2009	<u>S⁽¹⁾</u>	74	D	\$ 25.92	97,317 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/04/2009	<u>S⁽¹⁾</u>	92	D	\$ 25.93	97,225 ⁽²⁾	I	Held indirectly by Comax Partners

Class B Common Stock	06/04/2009	<u>S⁽¹⁾</u>	492	D	\$ 25.94	96,733 ⁽²⁾	I	Limited Partnership Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/04/2009	<u>S⁽¹⁾</u>	265	D	\$ 25.95	96,468 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/04/2009	<u>S⁽¹⁾</u>	215	D	\$ 25.96	96,253 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/04/2009	<u>S⁽¹⁾</u>	55	D	\$ 25.98	96,198 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/04/2009	<u>S⁽¹⁾</u>	6	D	\$ 25.99	96,192 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/04/2009	<u>S⁽¹⁾</u>	37	D	\$ 26	96,155 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/05/2009	<u>S⁽¹⁾</u>	1,261	D	\$ 25.5	94,894 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/05/2009	<u>S⁽¹⁾</u>	517	D	\$ 25.51	94,377 ⁽²⁾	I	Held indirectly by Comax

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Class B Common Stock	06/05/2009	<u>S⁽¹⁾</u>	2,415	D	\$ 25.52	91,962 ⁽²⁾	I	Partners Limited Partnership Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/05/2009	<u>S⁽¹⁾</u>	417	D	\$ 25.53	91,545 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/05/2009	<u>S⁽¹⁾</u>	174	D	\$ 25.54	91,371 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/05/2009	<u>S⁽¹⁾</u>	154	D	\$ 25.55	91,217 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/05/2009	<u>S⁽¹⁾</u>	72	D	\$ 25.56	91,145 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/05/2009	<u>S⁽¹⁾</u>	8	D	\$ 25.57	91,137 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/05/2009	<u>S⁽¹⁾</u>	15	D	\$ 25.58	91,122 ⁽²⁾	I	Held indirectly by Comax Partners Limited Partnership
Class B Common	06/05/2009	<u>S⁽¹⁾</u>	8	D	\$ 25.59	91,114 ⁽²⁾	I	Held indirectly by

Stock									Comax Partners Limited Partnership
Class B Common Stock	06/05/2009	S ⁽¹⁾	1,498	D	\$ 25.6	89,616 ⁽²⁾	I		Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/05/2009	S ⁽¹⁾	484	D	\$ 25.61	89,132 ⁽²⁾	I		Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/05/2009	S ⁽¹⁾	426	D	\$ 25.62	88,706 ⁽²⁾	I		Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	06/05/2009	S ⁽¹⁾	286	D	\$ 25.63	88,420 ⁽²⁾	I		Held indirectly by Comax Partners Limited Partnership

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 (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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
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					Amount or Number of Shares
		Date Exercisable	Expiration Date	Title	
Code	V	(A)	(D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONAHUE THOMAS R C/O FEDERATED INVESTORS, INC. 1001 LIBERTY AVENUE PITTSBURGH, PA 15222-3779			VP, CFO, Treasurer	

Signatures

/s/ Gail C. Jones
(Attorney-in-Fact) 06/08/2009

**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) Represents the sale of shares by family partnerships in which the reporting person holds a minority interest.
- In addition to the holdings set forth in Table I: 717,396 shares are held directly (this includes 72 shares of FII Class B Common Stock held in Federated's Profit Sharing/401(k) Plan. 3,509 shares are held indirectly by spouse; 805,550 shares are held indirectly by MaxFund Partners, L.P.; 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.
- (2)

Remarks:

The Power of Attorney dated July 25, 2006 is incorporated by reference.

This Form represents part 2 of 4.

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.