

FEDERATED INVESTORS INC /PA/  
 Form 4  
 November 02, 2006

**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 \*  
 MCAULEY DENIS III

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)  
 10/31/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Principal Accounting Officer

1001 LIBERTY AVENUE, 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)
				(A) or (D)	Price		
				Code	V	Amount	
Class B Common Stock	10/31/2006		S	500	D	\$ 34.4	35,903 <sup>(1)</sup> D
Class B Common Stock	10/31/2006		S	100	D	\$ 34.39	35,803 <sup>(1)</sup> D
Class B Common Stock	10/31/2006		S	100	D	\$ 34.38	35,703 <sup>(1)</sup> D

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Class B Common Stock	10/31/2006	S	300	D	\$ 34.37	35,403 <sup>(1)</sup>	D
Class B Common Stock	10/31/2006	S	300	D	\$ 34.35	35,103 <sup>(1)</sup>	D
Class B Common Stock	10/31/2006	S	800	D	\$ 34.34	34,303 <sup>(1)</sup>	D
Class B Common Stock	10/31/2006	S	1,700	D	\$ 34.33	32,603 <sup>(1)</sup>	D
Class B Common Stock	10/31/2006	S	400	D	\$ 34.32	32,203 <sup>(1)</sup>	D
Class B Common Stock	10/31/2006	S	2,300	D	\$ 34.31	29,903 <sup>(1)</sup>	D
Class B Common Stock	10/31/2006	S	900	D	\$ 34.3	29,003 <sup>(1)</sup>	D
Class B Common Stock	10/31/2006	S	300	D	\$ 34.29	28,703 <sup>(1)</sup>	D
Class B Common Stock	10/31/2006	S	100	D	\$ 34.27	28,603 <sup>(1)</sup>	D
Class B Common Stock	10/31/2006	S	200	D	\$ 34.26	28,403 <sup>(1)</sup>	D
Class B Common Stock	10/31/2006	S	2,000	D	\$ 34.25	26,403 <sup>(1)</sup>	D

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.**

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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
MCAULEY DENIS III 1001 LIBERTY AVENUE FEDERATED INVESTORS TOWER PITTSBURGH, PA 15222-3779			Principal Accounting Officer	

## Signatures

/s/ Gail C. Jones  
(Attorney-in-Fact) 11/02/2006

\_\_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) In addition to holdings set forth in Table I: 6 Shares are held in Federated's Profit Sharing / 401(k) Plan.

### Remarks:

The Power of Attorney dated July 25, 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.