

DONAHUE J CHRISTOPHER
 Form 4
 June 22, 2005

FORM 4

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

OMB APPROVAL

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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 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)
 5800 CORPORATE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/22/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Pres & Chief Exec. Officer

PITTSBURGH, PA 15237-7000
 (City) (State) (Zip)

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

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)
Class B Common Stock	03/22/2005		G	V 8,140 (3) D \$ 0	4,219,456 (1) (2)	D	
Class B Common Stock	03/22/2005		G	V 8,140 (3) D \$ 0	50,296	I	Held by Spouse
Class B Common Stock	03/22/2005		G	V 1,480 (3) A \$ 0	1,272,046	I	Held by children

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 (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONAHUE J CHRISTOPHER 5800 CORPORATE DRIVE PITTSBURGH, PA 15237-7000	X		Pres & Chief Exec. Officer	

Signatures

Kary A. Moore 06/22/2005
 **Signature of Date
 Reporting Person

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) This includes 136,524 shares of FII Class B Common Stock held in Federated's Profit Sharing/401(k) plan
 - (2) In addition: 439,940 shares are held indirectly by Daniel McGrogan as custodian for minor children; 5,075 shares are held indirectly by Tiger Investment Management, LLC; 636, 566 shares are held indirectly by Power of Attorney; and 831, 026 shares are held indirectly by Tom Donahue as custodian for minor children
 - (3) Of the 8,140 shares gifted by each of Mr. and Mrs. Donahue, 740 shares of each gift were given to children who share Mr. Donahue's household.

Remarks:

The Power of Attorney filed February 6, 2003 is incorporated herein by reference

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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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