

DONAHUE JOHN F
 Form 4
 December 06, 2005

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 JOHN F

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman

(Last) (First) (Middle)
 FEDERATED INVESTORS, INC, FEDERATED INVESTORS TOWER
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/01/2005

PITTSBURGH, PA 15222-3779
 (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)			
				Code V	Amount	(A) or (D)	Price			
Class B Common Stock	09/15/2005		J	V	3,932,749	D	\$ 0	0 <u>(1)</u> <u>(2)</u>	I	held indirectly by Beechwood Company, L.P.
Class B Common Stock	09/15/2005		J	V	2,903,324	D	\$ 0	0 <u>(1)</u> <u>(2)</u>	I	held indirectly by Comax Partners

Class B Common Stock	12/01/2005	S	169,000	D	\$ 35.75	125,842 ⁽²⁾	I	Limited Partnership held indirectly by Shamrock Properties, Inc.
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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. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONAHUE JOHN F FEDERATED INVESTORS, INC FEDERATED INVESTORS TOWER PITTSBURGH, PA 15222-3779	X	X	Chairman	

Signatures

/s/ Kary A. Moore
(Attorney-in-Fact) 12/05/2005

__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 September 15, 2005, Mr. John F. Donahue gifted the voting stock of Beechmax Company, the general partner of The Beechwood Company L.P. and of Comax Partners Limited Partnership. Because Mr. Donahue no longer holds any voting stock of the Beechmax Company, Mr. Donahue no longer has beneficial ownership of the Federated Investors, Inc. shares held by The Beechwood Company L.P. or Comax Partners Limited Partnership.

(2) In addition to the securities reported in Column 5 of Table I: 322,144 shares are held directly (This includes 308,661 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) Plan); 1,780,813 shares are held indirectly by Bay Road Partners; 338,000 shares are held indirectly by Richmond Farms, L.P.; 10,000 shares are held indirectly by AWOL, Inc.; 20,810 shares are held indirectly by Oyster Bay Property, Inc.; and 38,821 shares are held indirectly by Comax Land Company of Florida.

Remarks:

Power of Attorney filed April 7, 2003 is incorporated by reference herein.

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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