

DONAHUE THOMAS R  
Form 4  
February 03, 2011

**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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice President, CFO, Treasurer

(Last) (First) (Middle)  
C/O FEDERATED INVESTORS INC., 1001 LIBERTY AVE.  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2011

PITTSBURGH, PA 15222

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	02/01/2011		M	80,000	A	\$ 24.875	648,951 <sup>(1)</sup> <sub>(2)</sub>	D
Class B Common Stock	02/01/2011		S	80,000	D	\$ 26.9253 <sub>(3)</sub>	568,951 <sup>(1)</sup> <sub>(2)</sub>	D

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

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number.

**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)
Employee Stock Option (right to buy)	\$ 24.875	02/01/2011		M	80,000	06/30/2010 06/30/2011	Class B Common Stock 80,000

## Reporting Owners

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

## Signatures

/s/ Gail C. Jones  
(Attorney-in-Fact) 02/03/2011

\*\*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) This includes 72 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) Plan.  
In addition to the holdings set forth in Table I: 4,409 shares are held indirectly by spouse; 1,005,550 shares are held indirectly by MaxFund Partners, L.P.; 82 shares are held indirectly by AWOL, Inc.; 298,559 shares are held indirectly by the Beechwood Company,
- (2) L.P.; 82,755 shares are held indirectly by Comax Partners Limited Partnership; 300,480 shares are held indirectly by power of attorney; 154,695 shares are held indirectly by children; and 219,964 shares are held indirectly by J. Christopher Donahue as Custodian for minor children.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.8600 to \$27.06 inclusive. The reporting person undertakes to provide to Federated Investors, Inc., any security holder of Federated
- (3) Investors, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

**Remarks:**

The Power of Attorney dated July 16, 2009 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.

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