

MCGONIGLE JOHN W
Form 4
November 17, 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 *
MCGONIGLE JOHN W

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)
11/10/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman, Sec., Exec. VP

FEDERATED INVESTORS
TOWER, 1001 LIBERTY AVENUE

(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 Indirect Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class B Common Stock	11/10/2011		G	V	330,413 <u>(1)</u> <u>(2)</u>	D	<u>(1)</u> <u>(2)</u> 129,825 <u>(3)</u>	I	Held indirectly by 713 Investment Partners, L.P.

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

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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 Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGONIGLE JOHN W FEDERATED INVESTORS TOWER 1001 LIBERTY AVENUE PITTSBURGH, PA 15222-3779	X		Vice Chairman, Sec., Exec. VP	

Signatures

/s/ Gail C. Jones
(Attorney-in-Fact) 11/17/2011

**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).
- The reported securities are held indirectly by 713 Investment Partners, L.P., a limited partnership of which 713 Investment Corp. is the general partner and the John W. McGonigle Revocable Trust and the Mary Ita McGonigle Revocable Trust are limited partners. Mr. McGonigle and his wife are shareholders and directors of 713 Investment Corp. On November 10, 2011, 713 Investment Partners, L.P. transferred its limited partnership interest in Fairview Partners, L.P. to the partners of 713 Investment Partners, L.P. Fairview Partners, L.P. is a limited partnership of which 713 Investment Corp. is the general partner. The reporting person disclaims beneficial ownership of the FII Class B Common Stock held by Fairview Partners, L.P. and 713 Investment Partners, L.P. except to the extent of his pecuniary interest therein. This transaction did not involve any public sale of shares or the exchange of any considerations.
- (1) Immediately following the transaction, the John W. McGonigle Revocable Trust and the Mary Ita McGonigle Revocable Trust each gifted a portion of their interest in Fairview Partners, L.P. received in the transaction to Dynasty Trusts that benefit their children and grandchildren. The value of the interest in Fairview Partners, L.P. that was gifted to the Dynasty Trust is equal to 171,266 shares of the issuer. This transaction was done for family wealth transfer purposes.
 - (2) In addition to the holdings set forth in Table I: 19,453 Shares held indirectly by Grantor Trusts. 3,425,324 Shares held indirectly by Fairview Partners, L.P.
 - (3)

Remarks:

The Power of Attorney dated July 15, 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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