

FEDERATED INVESTORS INC /PA/  
 Form 4  
 July 31, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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)  
 03/04/2013

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

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	03/04/2013		G	V	24,154	D	\$ 0	0	D	Held indirectly by 713 Investment Partners, L.P.
Class B Common Stock	03/04/2013		G	V	24,154	A	\$ 0	180,342	I	Held indirectly
Class B Common	05/06/2013		G	V	25	D	\$ 0	180,317	I	Held indirectly

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Stock									by 713 Investment Partners, L.P.
Class B Common Stock	07/29/2013	<u>J(1)(2)</u>	68,315	D	\$ 29.25	0		I	Held indirectly by Grantor Trust for Kevin McGonigle
Class B Common Stock	07/29/2013	<u>J(1)(2)</u>	68,315	D	\$ 29.25	0		I	Held indirectly by Grantor Trust for Christine Newcamp
Class B Common Stock	07/29/2013	<u>J(1)(2)</u>	68,315	D	\$ 29.25	0		I	Held indirectly by Grantor Trust for Michael McGonigle
Class B Common Stock	07/29/2013	<u>J(1)(2)</u>	942,695	A	\$ 29.25	942,695		I	Held indirectly by John W. McGonigle Revocable Trust
Class B Common Stock	07/29/2013	<u>J(1)(2)</u>	357,305	A	\$ 29.25	357,305		I	Held indirectly by Mary Ita McGonigle Revocable Trust
Class B Common Stock						2,075,324	<u>(1) (2)</u>	I	Held indirectly by Fairview Partners L.P.

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

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SEC 1474  
(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 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, EVP	

## Signatures

/s/ John D. Martini  
(Attorney-in-fact) 07/31/2013

\_\_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) Fairview Partners L.P. ("Fairview") is a limited partnership of which 713 Investment Corp. is the sole general partner. Mr. McGonigle and his wife are shareholders and directors of 713 Investment Corp. On July 29, 2013, five limited partners of Fairview (including the Grantor Trust for Kevin McGonigle, the Grantor Trust for Christine Newcamp and the Grantor Trust for Michael McGonigle (collectively, the "Family Trusts")) redeemed a portion of their limited partnership interests in Fairview in exchange for a total of 1,300,000 shares of FII Class B Common Stock. Mr. McGonigle's spouse serves as co-trustee of the Family Trusts, each of which benefits members of Mr. McGonigle's immediate family.
- Immediately following this redemption of limited partnership interests in Fairview (See Footnote 1), the Family Trusts, as well as the additional two limited partners of Fairview that redeemed limited partnership interests, tendered shares of FII to the John W. McGonigle
- (2) Revocable Trust and the Mary Ita McGonigle Revocable Trust to partially satisfy outstanding promissory notes. Mr. McGonigle was not one of the five limited partners who redeemed shares. The reporting person disclaims beneficial ownership of the FII Class B Common Stock held by Fairview except to the extent of his pecuniary interest therein. This transaction did not involve any public sale of shares.

### Remarks:

The Power of Attorney dated June 19, 2012 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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