DONAHUE THOMAS R

Common 04/30/2012

Common 12/20/2012

Stock

Class B

Stock

Form 4

December 26, 2012

December 26	5, 2012											
FORM	1 4										OMB AF	PPROVAL
	UNITED	STATES		RITII ashing					NGE C	COMMISSION	OMB Number:	3235-0287
Check this box if no longer subject to STATEMENT OF CHANG						RIT the Soldin	TIES Securit g Con	ies E npany	xchang Act of	e Act of 1934, f 1935 or Section	burden hours per response	
1(b). (Print or Type I	Responses)											
	address of Reporting E THOMAS R	g Person *	2. Issu Symbol FEDE /PA/ []	RATE						5. Relationship of Issuer (Check	Reporting Pers	
(Last) 5800 CORP	(First)	(Middle)	3. Date (Month) 04/30/	/Day/Ye		Trans	saction			DirectorX Officer (give below) VP, Cl		Owner er (specify
PITTSBUR	(Street) GH, PA 15237-	7000	4. If An Filed(M				Origina	1		6. Individual or Jos Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Pe	rson
(City)	(State)	(Zip)	Ta	ble I - N	Non-	-Deri	ivative	Secur	ities Aco	uired, Disposed of,	or Beneficial	ly Owned
	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	d Date, if	3.	ectio	4. S onDis (Ins		es Acq	uired (A)	oor 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class B	04/30/2012			G	V	57.	360	D	(1)	82.755 ⁽²⁾	Ī	Held indirectly by Comax

G V 57,360

S

120,000 D

<u>(1)</u>

\$

(3)

82,755 (2)

20.4876 885,550 (5) I

Partners

Limited Partnership

Held indirectly

by

MaxFund

Partners, L.P.

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Class B Common Stock	12/21/2012	S	120,000	D	\$ 20.0902 (4)	· -	I	Held indirectly by MaxFund Partners, L.P.
Common Stock						649,703	D	
Class B Common Stock						72	I	Held indirectly by 401(k) Plan
Class B Common Stock						4,409	I	Held indirectly by spouse
Class B Common Stock						82	I	Held indirectly by AWOL, Inc.
Class B Common Stock						283,636	I	Held indirectly by Beechwood Company, L.P.
Class B Common Stock						303,220	I	Held indirectly by power of attorney
Class B Common Stock						224,074	I	Held indirectly by J. Christopher Donahue as Custodian for minor children

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date				
				Code V	(A) (D)						
				Code V	(A) (D)				of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DONAHUE THOMAS R 5800 CORPORATE DRIVE PITTSBURGH, PA 15237-7000

VP, CFO & Treasurer

Signatures

/s/John D. Martini (Attorney-in-Fact) 12/26/2012

**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 by Comax Partners Limited Partnership, a family partnership in which the reporting person holds a minority interest. On April 30, 2012, the reporting person gifted an interest in Comax Partners to two of his children who share his household. The value of the interest in Comax Partners that was gifted is equal to 57,360 shares of the issuer. This transaction did not involve any public sale of shares.
- (2) The FII Class B Common Stock shares reported represent Mr. Donahue's proportional beneficial interest in the shares held by Comax
- The price reported in Column 4 is a weighted average price. These shares were sold in six hundred and seventeen transactions at prices ranging from \$20.4400 to \$20.5300 inclusive. The reporting person undertakes to provide to Federated Investors, Inc., any security holder of Federated 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in 1,088 transactions at prices ranging from \$20.005 to \$20.21 inclusive. The reporting person undertakes to provide to Federated Investors, Inc., any security holder of Federated 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.
- The reported securities are held by Maxfund Partners, L.P., a limited partnership of which the reporting person and his wife are the sole sharesholders of the general partner. The reporting person disclaims beneficial ownership of the FII Class B Common Stock held by Maxfund Partners, L.P. except to the extent of his pecuniary interest therein.

Reporting Owners 3

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.