

DONAHUE THOMAS R
Form 4
December 26, 2012

FORM 4

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

OMB APPROVAL

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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)

(Last) (First) (Middle)
5800 CORPORATE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, CFO & Treasurer

PITTSBURGH, PA 15237-7000
(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	04/30/2012		G	V	57,360	D	<u>(1)</u>	82,755 <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	12/20/2012		S		120,000	D	\$ <u>(3)</u>	20.4876 885,550 <u>(5)</u>	I	Held indirectly by MaxFund Partners, L.P.

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Class B Common Stock	12/21/2012	S	120,000	D	\$ 20.0902 <u>(4)</u>	765,550 ⁽⁵⁾	I	Held indirectly by MaxFund Partners, L.P.
Class B 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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