#### Edgar Filing: FEDERATED INVESTORS INC /PA/ - Form 4

FEDERATED INVESTORS INC /PA/ Form 4 March 09, 2015 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FISHER JOHN B Issuer Symbol FEDERATED INVESTORS INC (Check all applicable) /PA/ [FII] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_Officer (give title Other (specify (Month/Day/Year) below) below) FEDERATED INVESTORS. 03/05/2015 Vice President INC., 1001 LIBERTY AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **PITTSBURGH, PA 15222-3779** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 5. Amount of 3. 4. Securities Acquired (A) 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) anv Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported  $(\mathbf{I})$ (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) (D) Price Code V Amount Class B \$ Common S<sup>(1)</sup> 03/05/2015 10,650 D 33.8021 449,730 D (2) Stock Class B Common 03/06/2015 \$0 16.783 A 466.513 D А Stock Class B I 40.000 Held Common indirectly Stock by Rosewood Limited

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			Partnership
Class B Common Stock	30,582	Ι	Held indirectly by 401(k) Plan

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	2. Commission	3. Transaction Date		4. Terrer et i	5.	6. Date Exer		7. Tit		8. Price of	9. Nu Daria
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio		Expiration D		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
	2				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
					i, uld 5)						
									Amount		
						Data	Emination		or		
						DateExpirationExercisableDate	Title Number	Number			
							Date		of		
				Code V	(A) (D)				Shares		
					( ) (- )						

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
FISHER JOHN B FEDERATED INVESTORS, INC. 1001 LIBERTY AVENUE PITTSBURGH, PA 15222-3779			Vice President		
Signatures					
/s/ John D. Martini (Attorney-in-Fact)	03/09/2015				
**Signature of Reporting Person	I	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).

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(1) Represents a sale of shares to satisfy tax obligations arising from the vesting of restricted shares of stock.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in 11 transactions at prices ranging from \$33.55 to \$34.065 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.

### **Remarks:**

The Power of Attorney dated April 24, 2014 is incorporated herein 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.