

MALONEY EUGENE F
Form 4
May 02, 2007

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 *
MALONEY EUGENE F

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)
04/30/2007

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Vice President

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class B Common Stock	04/30/2007		M		7,080 A \$ 29.8125	25,097	D
Class B Common Stock	04/30/2007		M		8,720 A \$ 31	33,817	D
Class B Common Stock	04/30/2007		S		5,098 D \$ 38.51	28,719	D
Class B Common Stock	04/30/2007		S		6,372 D \$ 38.5	22,347	D

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Common Stock							
Class B Common Stock	04/30/2007	S	1,000	D	\$ 38.46	21,347	D
Class B Common Stock	04/30/2007	S	400	D	\$ 38.45	20,947	D
Class B Common Stock	04/30/2007	S	900	D	\$ 38.44	20,047	D
Class B Common Stock	04/30/2007	S	2,300	D	\$ 38.43	17,747	D
Class B Common Stock	04/30/2007	S	1,300	D	\$ 38.42	16,447	D
Class B Common Stock	04/30/2007	S	900	D	\$ 38.41	15,547	D
Class B Common Stock	04/30/2007	S	300	D	\$ 38.4	15,247	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 29.8125	04/30/2007		M	7,080	01/23/2001	01/22/2011		7,080

Employee Stock Option (right to buy)									Class B Common Stock	
Employee Stock Option (right to buy)	\$ 31	04/30/2007	M	8,720	01/15/2002	01/15/2012			Class B Common Stock	8,720

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MALONEY EUGENE F FEDERATED INVESTORS TOWER 1001 LIBERTY AVENUE PITTSBURGH, PA 15222-3779			Vice President	

Signatures

/s/ Gail C. Jones
(Attorney-in-Fact) 05/02/2007

**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).

Remarks:

The Power of Attorney filed July 25, 2006 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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