

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

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

(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 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.

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

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(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 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 Transaction (Instr. 5)
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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).
- (1) 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 Partners.
- (3) 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.
- (4) 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.
- (5) The reported securities are held by Maxfund Partners, L.P., a limited partnership of which the reporting person and his wife are the sole shareholders 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.

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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