DONAHUE THOMAS R

Form 4/A

February 14, 2013

FORM 4

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

OMB 3235-0287 Number:

Estimated average

burden hours per

Expires:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, 2005

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

OMB APPROVAL

1(b).

(Print or Type Responses)

1. Name and ADONAHUI	2. Issuer Name and Ticker or Trading Symbol FEDERATED INVESTORS INC /PA/ [FII] 3. Date of Earliest Transaction (Month/Day/Year) 04/30/2012						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 5800 CORPORATE DRIVE							Director 10% OwnerX_ Officer (give title Other (specify below) VP, CFO & Treasurer					
PITTSBUR	4. If Amendment, Date Original Filed(Month/Day/Year) 12/26/2012						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip) Table I - Non-Derivative Securities Acq								quired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	saction Date 2A. Deemed /Day/Year) Execution Date, i any (Month/Day/Year)		Code		4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Class B Common Stock	04/30/2012			G	V	11,834 (1)	D	(1)	82,755 <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership	

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber			Amou	int of	Derivative	J
	Security	or Exercise		any (Month/Day/Year)	Code	of			Underlying Securities (Instr. 3 and 4)		Security (Instr. 5)	,
	(Instr. 3)	Price of			(Instr. 8)	Derivative]
		Derivative				Securities						(
		Security				Acquired					J	
		-				(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
										Amount		
							Date		or Title Number			
							Exercisable			of		
					C-1- 1	7 (A) (D)						
					Code V	(A) (D)				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)

02/14/2013

**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, a family partnership of which Beechmax, Inc. is the sole general partner and Mr. Donahue has a limited partnership interest. Mr. Donahue is a shareholder of Beechmax, Inc. On April 30, 2012, the reporting person

- gifted a portion of his limited partnership interest in Comax Partners to two of his children who share his household. Box 4 of the original Form 4 filed December 26, 2012 indicated that the limited partnership interest in Comax Partners that was gifted represented 57,360 shares of the issuer. Subsequent to the filing it was determined that in actuality the limited partnership interest in Comax Partners that was gifted represents 11,834 shares of the issuer. This transaction did not involve any public sale of shares.
- The shares of FII Class B Common Stock reported represent Mr. Donahue's proportional beneficial interest in shares of issuer securities (2) held by Comax Partners as shareholder of the general partner. Mr. Donahue disclaims beneficial ownership of the FII Class B Common Stock held by Comax Partners 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. 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.

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