

FEDERATED INVESTORS INC /PA/

Form 4

February 04, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCGONIGLE JOHN W

(Last) (First) (Middle)

FEDERATED INVESTORS,  
INC., 1001 LIBERTY AVENUE

(Street)

PITTSBURGH, PA 15222-3779

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

FEDERATED INVESTORS INC  
/PA/ [FII]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/31/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Vice Chairman, Sec, EVP

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|---|---|
| Class B<br>Common<br>Stock            | 01/31/2014                              |   | J(1)(2)                              | 73,373<br>(2)  | A (1) 2,075,324 (2)  | I   | Held<br>indirectly by<br>Fairview<br>Partners<br>L.P.             |
| Class B<br>Common<br>Stock            |   |   |                                      |  | 180,317  | I   | Held<br>indirectly by<br>713<br>Investment<br>Partners,<br>L.P.   |

|                            |         |   |  |
|----------------------------|---------|---|--|
| Class B<br>Common<br>Stock | 942,695 | I | Held<br>indirectly by<br>John W.<br>McGonigle<br>Revocable<br>Trust  |
| Class B<br>Common<br>Stock | 357,305 | I | Held<br>indirectly by<br>Mary Ita<br>McGonigle<br>Revocable<br>Trust |

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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| MCGONIGLE JOHN W<br>FEDERATED INVESTORS, INC.<br>1001 LIBERTY AVENUE<br>PITTSBURGH, PA 15222-3779 | X             |           | Vice Chairman, Sec, EVP |       |

## Signatures

/s/ John D. Martini  
(Attorney-in-fact)

02/04/2014

\_\_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 described transaction did not involve any public sale of shares. The reported securities are held by Fairview Partners, a limited partnership of which 713 Investment Corp. is the sole general partner ("Fairview"). Mr. McGonigle and his wife are shareholders and directors of 713 Investment Corp. On January 31, 2014, the John W. McGonigle Revocable Trust and the Mary Ita McGonigle Revocable Trust ("McGonigle Trusts") transferred assets to Fairview in exchange for a limited partnership interest in Fairview (the "Transaction"). The McGonigle Trusts will split the partnership interest evenly. The aggregate purchase price paid by the McGonigle Trusts for their limited partnership interest was \$5,516,485.51.

(2) As a result of the Transaction, the number of shares of FII Class B Common Stock in which Mr. McGonigle has an indirect interest due to his interest in Fairview will increase by the amount indicated in Box 4. The reporting person disclaims beneficial ownership of the FII Class B Common Stock held by Fairview 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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