Ceresino Gordon J Form 4 March 24, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

Number:

3235-0287 January 31,

2005

0.5

Expires:

**OMB APPROVAL** 

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if no longer

Check this box

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* Ceresino Gordon J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

FEDERATED INVESTORS INC

/PA/ [FII]

(Check all applicable)

10% Owner

3. Date of Earliest Transaction

Symbol

(Last) (First) (Middle)

(Street)

(State)

(Month/Day/Year)

X\_ Officer (give title Other (specify below) below)

C/O FEDERATED INVESTORS

03/20/2009

Exec-Dir., International Dist.

INC., 1001 LIBERTY AVENUE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

PITTSBURGH, PA 15222

1. Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

or Code V Amount (D)

(A)

Transaction(s) (Instr. 3 and 4) Price

Class B

(City)

Common 03/20/2009 Stock

A 100,000

\$3 A 111,000

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

### Edgar Filing: Ceresino Gordon J - Form 4

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)	Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D)	5	ate	Amou Under Secur	7. Title and Amount of Underlying Securities (Instr. 3 and 4)  Amount or Title Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
					(Instr. 3, 4, and 5)		Expiration Date	Title			

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ceresino Gordon J C/O FEDERATED INVESTORS INC. 1001 LIBERTY AVENUE PITTSBURGH, PA 15222

Exec-Dir., International Dist.

## **Signatures**

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

03/24/2009

\*\*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 dated February 6, 2009 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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