

FEDERATED INVESTORS INC /PA/
 Form 4
 March 14, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DONAHUE J CHRISTOPHER

(Last) (First) (Middle)

C/O FEDERATED INVESTORS, INC., FEDERATED INVESTORS TOWER

(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)
03/12/2008

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)
President and CEO

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 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 Ownership (Instr. 4)
Class B Common Stock	03/12/2008		S	108 D	\$ 41.25 115,278 ⁽¹⁾ / ₍₂₎	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008		S	46 D	\$ 41.26 115,232 ⁽¹⁾ / ₍₂₎	I	Held indirectly by Comax Partners

Class B Common Stock	03/12/2008	S	46	D	\$ 41.27	115,186 ⁽¹⁾ <u>(2)</u>	I	Limited Partnership Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	15	D	\$ 41.28	115,171 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	67	D	\$ 41.29	115,104 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	81	D	\$ 41.3	115,023 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	523	D	\$ 41.31	114,500 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	92	D	\$ 41.32	114,408 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	123	D	\$ 41.33	114,285 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	115	D	\$ 41.34	114,170 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax

Class B Common Stock	03/12/2008	S	215	D	\$ 41.35	113,955 ⁽¹⁾ <u>(2)</u>	I	Partners Limited Partnership Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	39	D	\$ 41.37	113,916 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	269	D	\$ 41.38	113,647 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	46	D	\$ 41.39	113,601 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	62	D	\$ 41.4	113,539 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	112	D	\$ 41.41	113,427 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	77	D	\$ 41.42	113,350 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by Comax Partners Limited Partnership
Class B Common	03/12/2008	S	110	D	\$ 41.43	113,240 ⁽¹⁾ <u>(2)</u>	I	Held indirectly by

Stock										
										Comax Partners Limited Partnership
										Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	36	D	\$ 41.44	113,204 ⁽¹⁾ <u>(2)</u>		I		
										Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	730	D	\$ 41.45	112,474 ⁽¹⁾ <u>(2)</u>		I		
										Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	178	D	\$ 41.46	112,296 ⁽¹⁾ <u>(2)</u>		I		
										Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	369	D	\$ 41.47	111,927 ⁽¹⁾ <u>(2)</u>		I		
										Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	133	D	\$ 41.48	111,794 ⁽¹⁾ <u>(2)</u>		I		
										Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	46	D	\$ 41.49	111,748 ⁽¹⁾ <u>(2)</u>		I		
										Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	46	D	\$ 41.5	111,702 ⁽¹⁾ <u>(2)</u>		I		
										Held indirectly by Comax Partners Limited Partnership
	03/12/2008	S	108	D				I		

Edgar Filing: FEDERATED INVESTORS INC /PA/ - Form 4

Class B Common Stock					\$ 41.51	111,594 ⁽¹⁾ <u>(2)</u>			Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	23	D	\$ 41.52	111,571 ⁽¹⁾ <u>(2)</u>	I		Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	8	D	\$ 41.53	111,563 ⁽¹⁾ <u>(2)</u>	I		Held indirectly by Comax Partners Limited Partnership
Class B Common Stock	03/12/2008	S	23	D	\$ 41.54	111,540 ⁽¹⁾ <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.

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 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 Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONAHUE J CHRISTOPHER C/O FEDERATED INVESTORS, INC. FEDERATED INVESTORS TOWER PITTSBURGH, PA 15222-3779	X		President and CEO	

Signatures

/s/ Gail C. Jones
(Attorney-in-Fact) 03/14/2008

**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 Federated Investors, Inc. shares reported represent Mr. Donahue's proportional beneficial interest in the shares held by Comax Partners Limited Partnership.
- In addition to the holdings set forth in Table I: 3,221,248 shares are held directly (this includes 136,524 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) plan); 77,676 shares are held indirectly by spouse; 978,346 shares are held indirectly by children; 639,026 shares are held indirectly by Power of Attorney; and 302,405 shares are held indirectly by Beechwood Company L.P.

Remarks:

The Power of Attorney dated 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. 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.