

FEDERATED INVESTORS INC /PA/
Form 4
August 28, 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 *
MCAULEY DENIS III

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/26/2008

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Principal Accounting Officer

1001 LIBERTY AVENUE, FEDERATED INVESTORS TOWER

(Street)

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

PITTSBURGH, PA 15222-3779

(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	08/26/2008		M		7,500 A \$ 12.6667	31,270 ⁽¹⁾	D
Class B Common Stock	08/26/2008		M		832 A \$ 25.35	32,102 ⁽¹⁾	D
Class B Common Stock	08/26/2008		S		100 D \$ 32.54	32,002 ⁽¹⁾	D

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

Class B Common Stock	08/26/2008	S	400	D	\$ 32.56	31,602 <u>(1)</u>	D
Class B Common Stock	08/26/2008	S	500	D	\$ 32.58	31,102 <u>(1)</u>	D
Class B Common Stock	08/26/2008	S	400	D	\$ 32.59	30,702 <u>(1)</u>	D
Class B Common Stock	08/26/2008	S	300	D	\$ 32.6	30,402 <u>(1)</u>	D
Class B Common Stock	08/26/2008	S	700	D	\$ 32.61	29,702 <u>(1)</u>	D
Class B Common Stock	08/26/2008	S	200	D	\$ 32.64	29,502 <u>(1)</u>	D
Class B Common Stock	08/26/2008	S	200	D	\$ 32.65	29,302 <u>(1)</u>	D
Class B Common Stock	08/26/2008	S	350	D	\$ 32.66	28,952 <u>(1)</u>	D
Class B Common Stock	08/26/2008	S	200	D	\$ 32.665	28,752 <u>(1)</u>	D
Class B Common Stock	08/26/2008	S	100	D	\$ 32.67	28,652 <u>(1)</u>	D
Class B Common Stock	08/26/2008	S	500	D	\$ 32.68	28,152 <u>(1)</u>	D
Class B Common Stock	08/26/2008	S	100	D	\$ 32.69	28,052 <u>(1)</u>	D
Class B Common Stock	08/26/2008	S	400	D	\$ 32.7	27,652 <u>(1)</u>	D
Class B Common Stock	08/26/2008	S	595	D	\$ 32.73	27,057 <u>(1)</u>	D
Class B Common	08/26/2008	S	405	D	\$ 32.74	26,652 <u>(1)</u>	D

Stock

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 (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)	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 12.6667	08/26/2008		M	7,500	06/30/2008 06/30/2009	Class B Common Stock	7,500
Employee Stock Options (Right to Buy)	\$ 25.35	08/26/2008		M	832	12/18/2002 12/17/2012	Class B Common Stock	832

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCAULEY DENIS III 1001 LIBERTY AVENUE FEDERATED INVESTORS TOWER PITTSBURGH, PA 15222-3779			Principal Accounting Officer	

Signatures

/s/ Gail C. Jones
(Attorney-in-Fact) 08/28/2008

**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) Includes 6 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) Plan.

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.