DONAHUE THOMAS R

Form 4

December 15, 2017

December	15, 2017										
FORM	ИΔ								OMB A	APPROVAL	
	ONITED	STATES		RITIES ashingto				OMMISSION	OMB Number:	3235-028	7
Check this box if no longer subject to Section 16. Form 4 or				SECU	NGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Expires: January 31, 2005 Estimated average burden hours per response 0.5		5
obligati may co	Form 5 obligations may continue. See Instruction 1(b). 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	e Responses)										
1. Name and Address of Reporting Person * DONAHUE THOMAS R			2. Issuer Name and Ticker or Trading Symbol FEDERATED INVESTORS INC				C	5. Relationship of Reporting Person(s) to Issuer			
			/PA/ [IIVLSI	OKS	INC	(Chec	k all applicab	le)	
(Last)	(First)			of Earliest /Day/Year)		n		X Director X Officer (give below)		% Owner her (specify	
			12/14/2017					VP, CFO & Treasurer			
	(Street)			nendment, lonth/Day/Ye	_	nal		6. Individual or Jo Applicable Line) _X_ Form filed by C			
PITTSBUI	RGH, PA 15222-	3779						Form filed by M. Person	1 0		
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivativ	e Seci	ırities Acqu	ired, Disposed of	, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	ate, if	Code (Instr. 8)	4. Securit Dior Dispos (Instr. 3, 4	ed of (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)	
Class B Common	12/14/2017			S	30,000	D	\$ 34.7878	634,044	D		
Common	12/17/2017			5	30,000	ט	37.7070	057,077	ט		

Stock	(1)			
Class B Common Stock		655,550	I	Held indirectly by MaxFund Partners, L.P.
Class B Common		297,972	I	Held indirectly

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Stock			by The Beechwood Company, L.P.
Class B Common Stock	72	I	Held indirectly by 401(k) Plan
Class B Common Stock	4,409	I	Held indirectly by spouse
Class B Common Stock	82	I	Held indirectly by AWOL, Inc.
Class B Common Stock	37,117	I	Held indirectly by J. Christopher Donahue as Custodian for minor children
Class B Common Stock	37,956	I	Held indirectly by immediate family member
Reminder: Report on a separate line for each class of securities benefic	cially owned directly or indirectly. Persons who respond to the colle	ction of	SEC 1474
	·		

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

number.

information contained in this form are not

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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. Transactic Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3,	(Month/Day/Year) /e s l	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
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(9-02)

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4, and 5)

				Amount
Code V (A) (D)	Date Exercisable	Expiration Date	Title	or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
DONAHUE THOMAS R						
FEDERATED INVESTORS, INC.	X		VP, CFO &			
1001 LIBERTY AVENUE	Λ		Treasurer			
PITTSBURGH, PA 15222-3779						

Signatures

/s/John D. Martini (Attorney-in-Fact) 12/15/2017

**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 price reported in Column 4 is a weighted average price. These shares were sold in 343 transactions at prices ranging from \$34.68 to \$34.90 inclusive. The reporting person undertakes to provide to Federated Investors, Inc., any security holder of Federated Investors, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Remarks:

The Power of Attorney dated April 24, 2014 is incorporated herein 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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