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FISHER JOHN B
 Form 144
 March 03, 2006

UNITED STATES

 OMB APPROVAL

SECURITIES AND EXCHANGE COMMISSION

OMB Number:

3235-0101

Expires:

December 31, 2006
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Washington, D.C. 20549

SEC USE ONLY

FORM 144

DOCUMENT SEQUENCE NO.

NOTICE OF PROPOSED SALE OF SECURITIES
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

CUSIP NUMBER

WORK LOCATION

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

 1 (a) NAME OF ISSUER (Please type or print) (b) IRS IDENT. NO. (c)
 Federated Investors, Inc. 25-1111467

 1 (d) ADDRESS OF ISSUER STREET CITY STATE ZIP CODE (e)

 1001 Liberty Avenue Pittsburgh PA 15222 AR

 2 (a) NAME OF PERSON FOR WHOSE ACCOUNT (b) IRS (c) (d) ADDRESS STREET CITY
 THE SECURITIES ARE TO BE SOLD IDENT. RELATIONSHIP
 NO. TO ISSUER

 John B. Fisher Officer c/o Federated Investors,
 Liberty Avenue Pittsbu

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

 3 (a) (b) SEC USE (c) (d) (e) (f)

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Title of the Class of Securities To be sold	Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	ONLY	Number of Shares or Other Units To Be Sold (See instr. 3(c))	Aggregate Market Value (See instr. 3(d))	Number of Shares or Other Units Outstanding (See instr. 3(e))	Approximate Date of Sale (See instr. 3(f))
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Broker-Dealer
File Number

Class B Common Stock	Citigroup Attn: George J. Orr, Director Special Equity Transaction Group 390 Greenwich Street, 3rd Floor New York, NY 10013		1,239	\$48,222	106,618,256	03/07
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INSTRUCTIONS:

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| <p>1. (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code
(e) Issuer's telephone number, including area code</p> <p>2. (a) Name of person for whose account the securities are to be sold
(b) Such person's I.R.S. identification number, if such person is an entity
(c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(d) Such person's address, including zip code</p> | <p>3. (a) Title of the class of securities
(b) Name and address of each broker securities are intended to be sold
(c) Number of shares or other units of debt securities, give the aggregate market value of the securities sold as of a specified date with the filing of this notice
(d) Aggregate market value of the securities sold as of a specified date with the filing of this notice
(e) Number of shares or other units outstanding, or if debt securities, number thereof outstanding, as shown by report or statement published by issuer
(f) Approximate date on which the securities are intended to be sold
(g) Name of each securities exchange on which the securities are intended to be sold</p> |
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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 control number.

SEC 1147 (01-04)

TABLE I -- SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of	Date you	Name of Acquisition	Name of Person from Whom Acquired	Amount of Securities	Date
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the Class	Acquired	Transaction	(If gift, also give date donor acquired)	Acquired	of Pay
Class B Common Stock	03/04/05	Restricted Stock Award	Federated Investors, Inc.	9,372	N/A

INSTRUCTIONS:

1. If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II -- SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold
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REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities in this notice relates are to be sold hereunder, by signing this notice that he does not know of any adverse information in regard to the current or prospective operations of the Issuer of the securities to be sold which has not been publicly

3/3/2006

/s/John B. Fisher

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DATE OF NOTICE

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one
notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violation
1001)

SEC 1147 (01-04)