

Edgar Filing: FISHER JOHN B - Form 4

FISHER JOHN B
Form 4
September 10, 2001

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940 FORM 4

/ / Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b)

(Print or Type Responses)

1. Name and Address of Reporting Person*

Fisher John B.
(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. FII

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Year

5. If Amendment, Date of Original (Month/Year)
March, 2001

6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner

Officer (give title below) Other (specify below)

President - Institutional Sales Division of Federated Securities Corp.

7. Individual or Joint/Group Filing (Check Applicable Limit)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Beneficially Owned

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1. Title of Security (Instr. 3)	2. Transaction Date (Mon/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 at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
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Code	V	Amount	(A) or (D)	Price
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Class B Common Stock				353,082 (1)	D
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Class B Common Stock				67,500 (1)	I
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 4 (continued)

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable or Expiration Date (Month/Day/Year)
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Code	V	(A)	(D)	Date Exercis
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 Employee Stock \$29.8125 1/23/2001 A V 9,440 (2) 1/23/20
 Options
 (right to purchase)

 7. Title and Amount of 8. Price of 9. Number of 10. Ownership Form of
 Underlying Securities Derivative derivative Securities Derivative Security: Direct
 (Instr. 3 and 4) Security Beneficially Owned at (D) or indirect (I)
 (Instr. 5) End of Month (Instr. 4) (Instr. 4)

 Title Amount or
 Number of
 Shares

 Class B 9,440 (2) \$13.14 9,440 (2) D
 Common Stock

Explanation of Responses:

(1). On June 22, 2000 Federated Investors, Inc. announced a 3 for 2 stock split resulting in the reporting person's acquisition of 140,194 shares of Class B common stock.

(2) Previously incorrectly reported as 9,340 shares.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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contained in this form are not required to respond unless the form displays a currently valid OMB number.

/s/John B. Fisher

September 10, 2001

**Signature of Reporting Person

Date