

Edgar Filing: DONAHUE J CHRISTOPHER - Form 4

DONAHUE J CHRISTOPHER

Form 4

March 11, 2002

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*

Donahue John C.
(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)

January 2002

6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and Chief Executive Officer

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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Table I -- Non-Derivative Securities Beneficially Owned

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)		
		Code	V	Amount	(A) or (D)	Price	
Class B Common Stock	12/26/01	G	V	483	A		
Class B Common Stock	12/26/01	G	V	9,324	D		
Class B Common Stock	12/26/01	G	V	33,333	D		
Class B Common Stock	12/26/01	G	V	1,332	D	5,381,165	D
Class B Common Stock	12/26/01	G	V	33,333	A		
Class B Common Stock	12/26/01	G	V	644	A	33,977	I
Class B Common Stock	12/26/01	G	V	1,332	A	1,655,200	I
Class B Common Stock	12/26/01	G	V	2,330 (1)	A	1,266,947	I

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Class B Common Stock	12/26/01	G	V	3,328(2) A		878,712	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)

Beneficially Owned
securities)

Table II - Derivative Securities Acquired, Disposed of, or
(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 Exercis Expirat (Month/
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			Code	V		(A)	(D)	Date Exercis
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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 at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or indirect (I) (Instr. 4)
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 Title Amount or
 Number of
 Shares

Explanation of Responses:

(1) Represents the aggregate amount of several gifts. Previously incorrectly reported as 998 shares.

(2) Gifts to children sharing reporting person's household. Previously incorrectly reported as 998 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 contained in this form are not required to respond unless the form displays a currently valid OMB number.

/s/ J. Christopher Donahue

March 8, 2002

**Signature of Reporting Person

Date