

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

FEDERATED INVESTORS INC /PA/

Form 4

April 10, 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)

Donahue (Last)	Thomas (First)	R. (Middle)
c/o Federated Investors, Inc.		
Federated Investors Tower (Street)		
Pittsburgh (City)	PA (State)	15222-3779 (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
March 2002

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

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director 10% Owner

Officer (give title below) Other (specify below)

Vice President, Chief Financial Officer, Treasurer

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

Form filed by One Reporting Person

Form filed by More than One Reporting Person

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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	3/27/2002	G	V	2,640 (2)	D	600,424 (1)	D
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Class B Common Stock						644	I
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Class B Common Stock	3/27/2002	G	V	2,640 (2)	A	272,120	I
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Class B Common Stock						916,050	I
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Class B Common Stock						763,124	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).

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FORM 4 (continued)
Beneficially Owned

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 Exercisable or Expiration Date (Month/Day/Year)
			Code V	(A) (D)	Date Exercis

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)	11. Nature of Indirect Ownership (Instr. 4)
Title	Amount or Number of Shares			

Explanation of Responses:

(1) Includes 72 shares of Federated Investor's Inc.'s Class B Common Stock held in Federated's Profit Sharing/401(k) Plan.

(2) Represents the aggregate amount of several gifts to children sharing reporting person's household.

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**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/ Thomas R. Donahue

April 10, 2002

**Signature of Reporting Person

Date