FEDERATED INVESTORS INC /PA/

Form 4 April 10, 2002

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

STATEM	MENT OF CHANGES IN BEI	NEFICIAL OWNERSHIP
Filed pursuant to Section 1 17(a) of the Public Utility		es Exchange Act of 1934, Section
Holding Company Act of 193	35 or Section 30(f) or	f the Investment Company Act of
FORM 4		
/ / Check this box if obligations may continue.		o Section 16, Form 4 or Form 5
(Print or Type Responses)		
1. Name and Address of Rep	porting Person*	
Donahue (Last)	John (First)	C. (Middle)
<pre>c/o Federated Investors, Ir Federated Investors Tower (Street)</pre>	nc.	
Pittsburgh (City)	PA (State)	15222-3779 (Zip)
2. Issuer Name and Ticker Federated Investors,		
3. I.R.S. Identification N	Number of Reporting Pe	erson, if an entity (voluntary)
4. Statement for Month/Yea	ar	
5. If Amendment, Date of C March 8, 2002	Driginal (Month/Year)	
6. Relationship of Reporti (Check all applicable)X DirectorX Officer (President and Chief E	10% Owner	
7. Individual or Joint/Gro _X Form filed by One Form filed by More		

Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 3)		Transaction Code	(A) or	rities Acqui Disposed o Enstr. 3, 4,	of Securities and Beneficiall Owned at En	Form: Direct
	Coc	de V <i>i</i>	Amount	(A) or Pr (D)	ice	
Class B Common Stock						
Class B Common Stock					4,841,165(1	l) D
Class B Common Stock					33,977	I
Class B Common Stock					1,655,200	I
Class B Common Stock					1,266,947	I
Class B Common Stock					878 , 712	I
					10,800 (2)	(3) I

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, covertible securities) 1. Title of 2. Conversion 3. 4. Transaction 5. Number of 6. Data Derivative Security or Exercise Transaction Code (Instr. 8) Derivative Exercise (Instr. 3) Price of Date Securities Expirate Price of Date
Derivative (Month/Day/Year) (Instr. 3) Acquired (A) or (Month/ Security Disposed of (D) (Instr. 3, 4, and 5) ______ V (A) (D) Date Code Exercis ______ 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) Title Amount or Number of Shares

Explanation of Responses:

- (1) Includes 136,524 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) plan.
- (2) Previously incorrectly reported as a gift of shares. Reporting person previously transferred 540,000 shares from his direct holdings to Tiger Investment Management LLC (of which reporting person is a member) which did not constitute a reportable change in beneficial ownership. On 2/21/02, ownership interests in the LLC were gifted to others resulting in a change in beneficial ownership of 529,200 shares equaling the other owners' proportional interests in the Federated Investors, Inc., Class B Common Stock holdings of Tiger Investment Management, LLC.
- (3) Represents reporting person's remaining proportionate interest in the Federated Investors, Inc., Class B Common Stock holdings of Tiger Investment Management, LLC. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- $\ensuremath{^{**}}$ 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 April 10, 2002
-----**Signature of Reporting Person Date