

Edgar Filing: DONAHUE JOHN F - Form 4

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				563,294 (1) (3)	D
Class B Common Stock				4,059,438	I
Class B Common Stock				87,558	I
Class B Common Stock				288,574	I
Class B Common Stock	12/24/2002	J(2)		1,000	D
Class B Common Stock				5,703,250	I
Class B Common Stock				437,000	I
Class B Common Stock				14,101 (3)	I
Class B Common Stock				20,810	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, 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

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) Includes 308,661 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) Plan
- (2) The Beechwood Company transferred 1,000 shares of Class B Common Stock to one of its officers as deferred compensation.
- (3) Transferred 1,847 Shares from Direct holdings to AWOL, Inc.

*** 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/ John F. Donahue December 27, 2002
 ***Signature of Reporting Person Date