

Edgar Filing: FEDERATED INVESTORS INC /PA/ - 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)
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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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**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