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

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Holding Company Act of 1940	f 1935 or Section 3	30(f) of the Investment Company Act
FORM 4 / Check this box is obligations may continue.	f no longer subject See Instruction 1(t to Section 16, Form 4 or Form 5
(Print or Type Responses)		
Donahue (Last) c/o Federated Investors, Infederated Investors Tower (Street)	Thomas (First) nc.	R. (Middle)
Pittsburgh (City)	PA (State)	15222-3779 (Zip)
2. Issuer Name and Ticker Federated Investors,		FII
3. I.R.S. Identification 1	Number of Reporting	g Person, if an entity (voluntary)
4. Statement for Month/Yea March 2002	ar	
5. If Amendment, Date of	Original (Month/Yea	ar)
6. Relationship of Report. (Check all applicable) X Director X Officer (give time) Vice President, Chies	10% Ow	wner Other (specify below)
7. Individual or Joint/GroX Form filed by Onc	e Reporting Person	ng Person

1. Title of Security (Instr. 3)	Transaction	Code	ion (A) (D)	urities Ac or Dispose (Instr. 3,	d of 4, and	Securities Beneficially Owned at End of Month (Instr. 3 and 4)	<pre>Indirect (I) (Instr. 4)</pre>
	(Code V	Amount	(A) or (D)	Price		
Class B Common	3/27/2002	 G	2,640	 D		600,424 (1)	
Stock			(2)				
Class B Common						644	I
Class B Common Stock	3/27/2002 (G V	2,640 (2)	A		272,120	I
Class B Common Stock						916,050	I
Class B Common Stock						 763 , 124	I
Reminder: Repo	rt on a separ	 rate line f	or each cl	ass of sec	 urities	beneficially owne	d

directly or indirectly. \star 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			., puts, c							
1. Title of Derivative Security (Instr. 3)	2. Com or Exer Price o Derivat Securit	version cise f ive y	3. Transact Date (Month/D	cion Day/Year	4. C	Transacti ode Instr. 8)	on	5. Numb Derivati Securiti Acquired Disposed (Instr. and 5)	per of ive ies d (A) c d of (D 3, 4,	6. Dat Exercis Expirat or (Month/
					Code	V		(A)	(D)	Date Exercis
7. Title and Amoun Underlying Securiti (Instr. 3 and 4)		Deriva Securi	rice of ative ity	9. No derival Securion Beneficat End (Inst.)	umber ative ities icial d of 1	of ly Owned Month	10. Form Deri Secu Dire indi (Ins	Ownershing of vative rity: ct (D) or rect (I) tr. 4)	ip 1 C (.1. Nature Indirect Be Ownership (Instr. 4)
Nu	ount or mber of ares									

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.

**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