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DONAHUE JOHN F Form 4 May 10, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEME	NT OF CHANGES IN BENEF	ICIAL OWNERSHIP
-	ic Utility Holding Comp	Securities Exchange Act of 1934 pany Act of 1935 or Section 30(f
FORM 4		
/ / Check this box obligations may continue.		o Section 16, Form 4 or Form 5
(Print or Type Responses) 1. Name and Address of R	eporting Person*	
Donahue (Last)	John (First)	F. (Middle)
c/o Federated Investors, Federated Investors Tower (Street)		
Pittsburgh (City) 2. Issuer Name and Ticke Federated Investors		15222-3779 (Zip)
3. I.R.S. Identification	Number of Reporting Pe	erson, if an entity (voluntary)
4. Statement for Month/Y April 2002	ear	
5. If Amendment, Date of	Original (Month/Year)	
6. Relationship of Repor (Check all applicable) X DirectorX Officer (give t Chairman 7. Individual or Joint/GX Form filed by On Form filed by Mo	X10% Owned it le below) roup Filing (Check App) e Reporting Person	erOther (specify below) licable Limit)
Form filed by Mo	re than One Reporting I	Person

Table I -- Non-Derivative Securities Beneficially Owned

1. Title of	2. 3.	4.	Securities Acquired	5. Amount of	6. Ownership
Security	Transaction	Transaction	(A) or Disposed of	Securities	Form: Direct
(Instr. 3)	Date	Code	(D) (Instr. 3, 4, and	Beneficially	(D) or
	(Mon/day/year)(Instr. 8)	5)	Owned at End of	Indirect (I)

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	Code V	Amount	(A) or (D)	Price	and 4)	(Instr. 4)
					627,851(1)	D
Class B Common Stock					4,370,838	I
Class B Common Stock					146,558	I
Class B Common 4/4, Stock	/2002 S	500,000	D	\$31.10	288,574	I
Class B Common 4/4, Stock	/2002 S	500,000	D	\$31.10	5,922,258	I
Class B Common Stock					562,000	I
Class B Common Stock					10,000	I
Class B Common Stock					170,810	I
Reminder: Report of directly or indirect		e for each cla	ass of sec	curities	beneficially owne	d
* If the form is f	iled by more tha	n one reportin	ng person,	see In	struction 4(b)(v)	
FORM 4 (continued)	m_1_1 -	II Do		dog Acc	ined District C	
Beneficially Owned					ired, Disposed of	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date		ransacti ode (Inst		Exercis

Derivative

Security

(Month/Day/Year)

Code V

Date Exercis

and 5)

(A)

Disposed of (D) (Instr. 3, 4,

Acquired (A) or (Month/

(D)

Month (Instr. 3 (Instr. 4)

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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) (Instr. 4)

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

*** 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.

May 10, 2002 /s/ John F. Donahue

***Signature of Reporting Person Date