

**Edgar Filing: FEDERATED INVESTORS INC /PA/ - Form 4**

FEDERATED INVESTORS INC /PA/  
 Form 4  
 August 12, 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

Holding Company Act of 1935 or Section 30(f) of the Investment Company Act  
 of 1940 FORM 4

/ / Check this box if no longer subject to Section 16, Form 4 or Form 5  
 obligations may continue. See Instruction 1(b)

(Print or Type Responses)

1. Name and Address of Reporting Person\*

Donahue (Last)	John (First)	C. (Middle)
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c/o Federated Investors, Inc.  
 Federated Investors Tower  
 (Street)

Pittsburgh (City)	PA (State)	15222-3779 (Zip)
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2. Issuer Name and Ticker or Trading Symbol  
 Federated Investors, Inc. FII

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Year  
 July 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President and Chief Executive Officer

7. Individual or Joint/Group Filing (Check Applicable Limit)

Form filed by One Reporting Person  
 \_\_\_\_\_ Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Beneficially Owned

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	6. Ownership Form: Direct (D) or Indirect (I)
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							Month (Instr. 3 and 4)	(Instr. 4)
		Code	V	Amount	(A) or (D)	Price		
Class B Common Stock	7/25/2002	G	V	605	A		4,836,650 (1)	D
Class B Common Stock	7/25/2002	G	V	785	A		29,642	I
Class B Common Stock							829,546	I
Class B Common Stock	7/25/2002	G	V	1,250	A		1,269,486	I
Class B Common Stock	7/25/2002	G	V	1,250	A		1,269,486	I
Class B Common Stock	7/25/2002	G	V	1,250	A		439,940	I
Class B Common Stock							102 (2)	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 Exercis Expirat (Month/	
			Code	V	(A) (D)	Date Exercis

7. Title and Amount of 8. Price of 9. Number of 10. Ownership Form of

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Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 5)	derivative Securities Beneficially Owned at End of Month (Instr. 4)	Derivative Security: Direct (D) or indirect (I) (Instr. 4)
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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) Represents reporting person's proportionate interest in 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.

\*\* 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	August 9, 2002
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**Signature of Reporting Person	Date