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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							553,137 (1)	D
Class B Common Stock	8/16/2002	S		40,000	D	\$29.6025		
	8/22/2002	S		26,400	D	\$30.039		
	8/23/2002	S		25,000	D	\$29.8191		
	8/27/2002	S		20,000	D	\$29.806	4,259,438	I
Class B Common Stock							87,558	I
Class B Common Stock							288,574	I
Class B Common Stock							5,922,258	I

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Class B Common Stock	8/19/2002	S	50,000	D	\$29.7598		
	8/20/2002	S	25,000	D	\$29.8566		
	8/22/2002	S	50,000	D	\$30.039	437,000	I

Class B Common Stock						12,254	I
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Class B Common Stock						170,810	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).

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
			Code V	(A) (D)	Date Exercis

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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)

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.

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/s/ John F. Donahue

September 10, 2002

***Signature of Reporting Person

Date