DONAHUE JOHN F Form 4 September 10, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OTHER DIVISION OF C	III.IIIODO III DDINDI ICIIID OWIII	BIOHIT
Filed pursuant to Section 1 Section 1 Holding Company Act of 1935 o	7(a) of the Public Utili	ty
	of 1940	1 1
FORM 4		
/ / Check this box if n Form 5 obligations may contin		
(Print or Type Responses)		
1. Name and Address of Repor	ting Person*	
Donahue (Last)	John (First)	F. (Middle)
<pre>c/o Federated Investors, Inc. Federated Investors Tower (Street)</pre>		
Pittsburgh	PA	15222-3779
(City)	(State)	(Zip)
2. Issuer Name and Ticker or Federated Investors, In	c. FII	
3. I.R.S. Identification Num	ber of Reporting Person,	if an entity (voluntary)
4. Statement for Month/Year August 2002		
5. If Amendment, Date of Ori	ginal (Month/Year)	
6. Relationship of Reporting (Check all applicable) X Director X Officer (give title Chairman	X 10% Owner	ner (specify below)
7. Individual or Joint/Group X Form filed by One Re Form filed by More t	porting Person	e Limit)

Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 3)	2. Transactio Date (Mon/day/y		Transacti Code (Instr. 8	ion (A) (D)	or Dispos (Instr.		5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	Indirect (I)
		Code	e V	Amount	(A) or (D)			
Class B Common Stock							553,137(1)	D
	 8/16/2002	 		40,000		 \$29.602)5	
Stock								
	8/22/2002 8/23/2002			26,400 25,000) D	\$30.039 \$29.819	 91	
	8/27/2002	S		20,000		\$29.806	5 4 , 259 , 438	I
Class B Common							87 , 558	I
Stock								
Class B Common Stock							288 , 574	I
Class B Common							5,922,258	I

Class B Common 8 Stock	3/19/2002	S	50,000	D	\$29.7598				
8	3/20/2002		25 , 000						
			50,000						
Class B Common Stock						12,254		I	
Class B Common Stock						170,810		Ι	
Reminder: Report beneficially owner of the form is Instruction 4(b)(FORM 4 (continued or Beneficially Continued or Beneficial Continu	ed directly filed by (v). Nowned 2. Conty or Except the control of the control	y or indir more than Table I (e. onversion ercise	ectly. one reporting I - Derivative g., puts, call 3. Transaction	person, Securit: s, warran	see ies Acqui nts, opti ransactio	ons, co n 5 . 8) D	nvertible Number erivative	 of	6. Dat
(Instr. 3)	Secur	ative ity	Date (Month/Day/Ye			A D (a	ecurities cquired (2 isposed of Instr. 3, nd 5)	A) or f (D) 4,	Expirat (Month,
				Code	V	(.	A)	 (D)	Date Exercis

Edgar Filing: DONAHUE JOHN F - Form 4 ______ 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.

/s/ John F. Donahue	September 10, 2002				
***Signature of Reporting Person	Date				