FEDERATED INVESTORS INC /PA/

Form 4

November 26, 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

| Section 17(a) of the Public U | tility | | | |
|---|--------------------------|----------------------------|--|--|
| $\begin{array}{c} \text{Holding Company Act of 1} \\ \text{of 1940} \end{array}$ | 935 or Section 30(f) of | the Investment Company Act | | |
| FORM 4 | | | | |
| // Check this box if no obligations may continue. See | | ction 16, Form 4 or Form 5 | | |
| (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 (City) | PA (State) | 15222-3779 (Zip) | | |
| 2. Issuer Name and Ticker or Federated Investors, In | | | | |
| 3. I.R.S. Identification Num | ber of Reporting Person, | if an entity (voluntary) | | |
| 4. Statement for Month/Year November 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 | ther (specify below) | | |
| 7. Individual or Joint/Group X Form filed by One Re Form filed by More t | | | | |

Table I -- Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Mon/day/y | on Tr Co | ransact ode | tion | (A) c | or Disp | posed | quired d of 4, and | Securities | |
|---------------------------------|---|-------------|----------------|------|---------------|-----------|--------------|--------------------------|-----------------|---|
| | | Code | V | Am | nount | ٠, , | or D) | Price | | |
| Class B Common Stock | | | | | | | | | 533,137(1) | D |
| Class B Common | 11/25/02 | S | | 20 | 0,000 | D | | | 4,059,438 | I |
| | | | | | | | | | | |
| Class B Common Stock | | | | | | | | | 87 , 558 | I |
| | | | | | | | | | | |
| Class B Common Stock | | | | | | | | | 288,574 | I |
| | | | | | | | | | | |
| Class B Common Stock | 11/25/02 | S | | 15 | 0,000 | D | | \$26.00 | 5,772,258 | I |
| | | | | | | | | | | |
| Class B Common Stock | | | | | | | | | 437,000 | I |

| Class B Common Stock | | | | 12,25 | | I | |
|--|--|-----------------------------------|------------------------|-----------------------|-----------|--------------------------------|---|
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| Class B Common 11/2 Stock | | | D \$2 | | | I | |
| Reminder: Report on directly or indirect * If the form is fi | n a separate line | e for each clas | s of securi | ties benefi | cially ow | ned | |
| Owned | lvative Securitie | | | | ally | | |
| (e.g., pucs | s, calls, warrant | s, options, co | nvertible se | ecurities) | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Ye | 4. Tran: Code | saction (Instr. 8) | | ve es (A) or l of (D) | 6. Dat Exercis Expirat (Month) |
| | | | Code | | (A) | | Date Exerci |
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| 7. Title and Amount Underlying Securitie | | | er of ve Securition | | Ownership | | |

| (Instr. 3 and 4 | 4) | Security (Instr. 5) | _ | (D) or indirect (Instr. 4) | (I) |
|----------------------|-------------------------------|---------------------|---|----------------------------|-----|
| | | | | | |
| Title Ar Nu Sh | mount or umber of hares | | | | |
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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 November 26, 2002 ***Signature of Reporting Person Date