

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

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 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							533,137(1)	D
Class B Common Stock	11/25/02	S		200,000	D	\$26.00	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		150,000	D	\$26.00	5,772,258	I
Class B Common Stock							437,000	I

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

(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 November 26, 2002
***Signature of Reporting Person Date