

Edgar Filing: DONAHUE THOMAS R - Form 4

DONAHUE THOMAS R
 Form 4
 December 20, 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	Thomas	R.
(Last)	(First)	(Middle)
c/o Federated Investors, Inc.		
Federated Investors Tower		
(Street)		
Pittsburgh	PA	15222-3779
(City)	(State)	(Zip)

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/Day/Year
 December 18, 2002

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

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

<input checked="" type="checkbox"/>	Director	<input type="checkbox"/>	10% Owner
<input checked="" type="checkbox"/>	Officer (give title below)	<input type="checkbox"/>	Other (specify below)
	Vice President, Chief Financial Officer, Treasurer		

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

<input checked="" type="checkbox"/>	Form filed by One Reporting Person
<input type="checkbox"/>	Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or 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) Code V Amount (A) or Price	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
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(D)

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. and (Mon Date Exer 12/1
Employee Stock Options (right to purchase)	\$25.35	12/18/2002	A	42,541	

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)	11. Nature of Indirect Ownership (Instr. 4)
Title Class B Common Stock	Amount or Number of Shares 42,541	\$6.82	42,541	D

Explanation of Responses:

**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/ Thomas R. Donahue

December 20, 2002

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**Signature of Reporting Person Date