

Edgar Filing: MCAULEY DENIS III - Form 4

MCAULEY DENIS III
Form 4
December 20, 2002

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

ANNUAL 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*

McAuley III Denis (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)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Principal Accounting Officer

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

Form filed by One Reporting Person
_____ 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)	5. Amount of Securities Beneficially Owned at End of Month	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
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(Instr. 3 and 4)

Code V Amount (A) or Price (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. Date Exercised (Month/Day/Year)
Employee Stock Options (right to purchase)	\$25.35	12/18/2002	A	832	12/18/2002

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 Beneficial Ownership (Instr. 4)
Class B Common Stock	\$6.82	832	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

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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/ Arthur L. Cherry

December 20, 2002

**Signature of Reporting Person

Date