Edgar Filing: DONAHUE JOHN F - Form 4

DONAHUE JOHN F Form 4 December 27, 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
Thyestment Company Act of 1940

7	stment Company Act of 194	
FORM 4		
// Check this box if no obligations may continue. See		tion 16, Form 4 or Form 5
(Print or Type Responses)		
1. Name and Address of Report	cing 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, Inc		
3. I.R.S. Identification Numb	per of Reporting Person,	if an entity (voluntary)
4. Statement for Month/Day/Ye December 24, 2002	ear	
5. If Amendment, Date of Original	ginal (Month/Year)	
6. Relationship of Reporting (Check all applicable)X DirectorX Officer (give title Chairman	X 10% Owner	ner (specify below)
7. Individual or Joint/Group X Form filed by One Rep Form filed by More th	porting Person	e Limit)

Table I -- Non-Derivative Securities Beneficially Owned

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	2. 3. Transaction Date (Mon/day/year	Code	on (A (D) 5)	A) or Disp O) (Instr.	osed of	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) Price	Form: Direct (D) or Indirect (I)
Class B Common Stock						563,294(1)(3)	D
Class B Common Stock						4,059,438	I
Class B Common Stock						87,558	I
Class B Common Stock						288,574	I
Class B Common Stock	12/24/2002 J(2)	1,000) D		5,703,250	I
Class B Common Stock						437,000	I
Class B Common Stock						14,101(3)	I
Class B Common Stock						20,810	I

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 2. Conversion Derivative Security or Exercise (Instr. 3) Price of Derivative Security	3. Transaction Date (Month/Day/Year)		Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Dat Exercis Expirat (Month/
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Instruction 4(b)(v).

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Code V (A) (D) Date Exercis

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)

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
- (2) The Beechwood Company transferred 1,000 shares of Class B Common Stock to one of its officers as deferred compensation.
- (3) Transferred 1,847 Shares from Direct holdings to AWOL, Inc.

 $\ensuremath{^{\star\star\star}}$ 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 December 27, 2002
***Signature of Reporting Person Date