

Edgar Filing: DAWSON WILLIAM D III - Form 4

DAWSON WILLIAM D III
Form 4
September 10, 2001

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*

Dawson III (Last)	William (First)	D. (Middle)
c/o Federated Investors, Inc. Federated Investors Tower (Street)		
Pittsburgh (City)	PA (State)	15222-3779 (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/Year

5. If Amendment, Date of Original (Month/Year)
March, 2001

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

Director 10% Owner
 Officer (give title below) Other (specify below)

Executive Vice President and Chief Investment Officer - U.S. Fixed Income
of Federated Global Investment Management Corp., Passport Research Limited,
Federated Investment Counseling, and Federated Investment Management Company.

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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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				261,849	(1)	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 Exercisable or Expiration Date (Month/Day/Year)		
			Code	V	(A)	(D)	Date Exercis

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Stock Options (Right to purchase)	\$29.8125	1/23/2001	A	V	11,020 (2)	1/23/2001
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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)
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Title	Amount or Number of Shares
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Class B Common Stock	11,020 (2)	\$13.14	11,020 (2)	D
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Explanation of Responses:

(1) On June 22, 2000 Federated Investors, Inc. announced a 3 for 2 stock split resulting in the reporting person's acquisition of 87,283 shares of Class B common stock.

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(2) Previously incorrectly reported as 10,880 shares.

** 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/William D. Dawson III

September, 10, 2001

**Signature of Reporting Person

Date