FISHER JOHN B 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* Fisher John (First) (Middle) (Last) c/o Federated Investors, Inc. Federated Investors Tower (Street) PA Pittsburgh 15222-3779 (City) (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) ___X___ Director ____ 10% Owner _ Officer (give title below) __ _____ Other (specify below) President - Institutional Sales Division of Federated Securities Corp. 7. Individual or Joint/Group Filing (Check Applicable Limit) $_{\rm X}$ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I $\operatorname{\mathsf{--}}$ Non-Derivative Securities Beneficially Owned

Security (Instr. 3)	2. 3. Transaction Trans Date Code (Mon/day/year)(Inst	action (A) or (D) (In r. 8) 5)	Disposed of astr. 3, 4, and	Securities Beneficially Owned at End of Month (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)
	Code V	Amount ((A) or Price		
Class B Common Stock				353,082 (1)	
Class B Common Stock				67,500 (1)	
directly or ind	rt on a separate lin irectly. is filed by more tha				
FORM 4 (continue		le II - Derivati	ve Securities	Acquired, Disposed	d of, or
Beneficially Own securities)	ned	(e.g., puts,	calls, warran	ts, options, conve	ertible
	2. Conversion			ion 5. Number	
Derivative Secuments (Instr. 3)	rity or Exercise Price of	Transaction Date (Month/Day/Yea	Code (Ins	tr. 8) Derivative Securities Acquired Disposed (Instr. 3, and 5)	Exercise Exercise Expirate (A) or (Month) of (D), 4,
				(A)	

Employee Sto Options (right to pu	ırchase)			/2001	А	V	9,440 (2)	1/23/20
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		d at	(D) or indirect (I)	
Title	Amount or Number of Shares							
Class B Common Stock		\$13.14		9,440 (2)			D	

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 140,194 shares of Class B common stock.
- (2) Previously incorrectly reported as 9,340 shares.
- $\ensuremath{^{**}}$ 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 $\ensuremath{\mathsf{OMB}}$ number.

Date

/s/John B. Fisher September 10, 2001

**Signature of Reporting Person