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DONAHUE THOMAS R

Form 4

September 10, 2001

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

File	d p	ursuant	to	Section	16(a)	of	the	Securities	Exchange	Act	of	1934,
Section 1	7(a)	of the	Pu:	blic Util	ity							

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 (First) (Middle) c/o Federated Investors, Inc. Federated Investors Tower (Street) Pittsburgh 15222-3779 (State) (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 _X____ Officer (give title below) _____ _ Other (specify below) Vice President, Chief Financial Officer, Treasurer 7. Individual or Joint/Group Reporting (Check Applicable Limit) ___X___ 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

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Security (Instr. 3)	Transaction Date	Transaction Code r)(Instr. 8)	(A) (D)		d of 4, and		Indire (Instr	Direct
	t on a separ	ate line for	 each cl	ass of sec	 urities :	beneficially ownerstruction 4(b)(v)	ed	
FORM 4 (continue Beneficially Own	T					ed, Disposed of,		es)
1. Title of Derivative Secur (Instr. 3)		f Date ive (Mon		(I	ransacti de nstr. 8)	Derivative	e (A) or of (D)	6. Da Exerci Expira (Month
				Code	v	(A)	. ,	 Date Exerci
	ase) 					25,820 (1)		
7. Title and Am Underlying Secur (Instr. 3 and 4)	nount of cities	8. Price o Derivative Security (Instr. 5)	f 9 S E		of y Owned		11. Indi Owne	Natur rect B rship tr. 4)

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				(Instr. 4	•
Class B Common Stock	25,820 (1)	\$13.14	25,820 (1)	D	

Explanation of Responses:

- (1) Previously incorrectly reported as 25,500 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 OMB number.

/s/ Thomas R. Donahue September 10, 2001
----**Signature of Reporting Person Date