

FEDERATED INVESTORS INC /PA/

Form 4

February 08, 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 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 John F.
(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/Year
January 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)
Chairman

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

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

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	6. Ownership Form: Direct (D) or Indirect (I)
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	Code	V	Amount	(A) or (D)	Price	Month (Instr. 3 and 4)	(Instr. 4)
Class B Common Stock						320,150	(1) D
Class B Common Stock						4,400,838	I
Class B Common Stock	1/10/2002	G	V	69,075	D	136,460	I
Class B Common Stock						788,574	I
Class B Common Stock	1/12/2002	J(2)		1,500	D	6,922,258	I
Class B Common Stock						562,000	I

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 or Expires (Month/Day/Year)
			Code V	(A) (D)	Date Exercis
7. Title and Amount of Underlying Securities	8. Price of Derivative	9. Number of derivative Securities	10. Ownership Form of Derivative Security: Direct		

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(Instr. 3 and 4) Security Beneficially Owned at (D) or indirect (I)
(Instr. 5) End of Month (Instr. 4) (Instr. 4)

Title Amount or
Number of
Shares

Explanation of Responses:

- (1) Includes 308,691 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) Plan
- (2) The Beechwood Company transferred 1,500 shares of Class B Common Stock to one of its officers as deferred compensation.

*** 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

February 8, 2002

***Signature of Reporting Person

Date