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FEDERATED INVESTORS INC /PA/

Form 3

February 11, 2002

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 3

(Print or Type Responses)

1. Name and Address of Reporting Person*

Schappert Keith M. (Last) (First) (Middle)

c/o Federated Investors Inc.
Federated Investors Tower
(Street)

Pittsburgh PA 15222-3779 (City) (State) (Zip)

- 2. Date of Event Requiring Statement (Month/Day/Year) 2/4/2002
- 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)
- Issuer Name and Ticker or Trading Symbol Federated Investors Inc. FII
- 5. Relationship of Reporting Person(s) to Issuer: (Check all if applicable)

 _____Director ______10% Owner
 __X__Officer (give title below) ______Other (specify below)

President and chief executive officer of Federated Global Investment Management Corp., Passport Research Limited, Federated Investment Counseling and Federated Investment Management Company

- 6. If Amendment, Date of Original (Month/Day/Year)
- 7. Individual or Joint/Group Filing (Check Applicable Limit)
 ___X___ Form filed by One Reporting Persons
 _____ Form filed by More than One Reporting Persons

Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of 3. Ownership 4. Nature of Indirect Beneficial Direct (D) Ownership (Instr. 5)

Owned or (Instr. 4)

Indirect (I) (Instr. 5)

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Class B Common Stock 0

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

> Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

- Date (Month/Day/Year)
- 1. Title of Derivative 2. Date 3. Title and Amount of Securities 4. Converge Security (Instr. 4) Underlying Derivative Security (Instr. or and Expiration 4) Exercise

Price c Derivat Securit

Date Expiration Title Amount or Number Exercisable Date

of Shares

** Intentional misstaments 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/ Keith M. Schappert February 8, 2002

**Signature of Reporting Person Date