DONAHUE THOMAS R Form 4

March 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 obligations may continue. See		tion 16, Form 4 or Form 5
(Print or Type Responses)		
1. Name and Address of Report Donahue (Last) c/o Federated Investors, Inc. Federated Investors Tower (Street)	ting Person* Thomas (First)	R. (Middle)
Pittsburgh (City)	PA (State)	15222-3779 (Zip)
Issuer Name and Ticker or Federated Investors, Inc. I.R.S. Identification Number 1.	c. FII	if an entity (voluntary)
4. Statement for Month/Year January 2002		
5. If Amendment, Date of Orio	ginal (Month/Year)	
6. Relationship of Reporting (Check all applicable) X Director X Officer (give title Vice President, Chief Fr	10% Owner	
7. Individual or Joint/GroupX Form filed by One Re Form filed by More the	eporting Person	able Limit)

1. Title of Security (Instr. 3)	2. 3. Transaction Transa Date Code (Mon/day/year)(Instr	ction (A) (D) . 8) 5)	or Disposed of (Instr. 3, 4, and	Securities Beneficially Owned at End of Month (Instr. 3 and 4)	Indirect (I) (Instr. 4)
	Code V		(A) or Price		
			(D)		
	ort on a separate line is filed by more than		lass of securities		d directly or
FORM 4 (continu	Table II		e Securities Acquir ls, warrants, optic		
1. Title of	2. Conversion	3.	4. Transacti	on 5. Number	of 6. Dat

(Instr. 3)	rity or Exerc Price of Derivat Security	f ive	Transaction Date (Month/Day		Code (Ins	estr. 8)		Derivat: Securit: Acquired Disposed (Instr. and 5)	ies d (A) d of	(D)	Exercis Expirat (Month/
				C(ode	V		(A)	(D	·))	Date Exercis
Employee Stock Option (right to	\$31.00		1/15/2002	A		V		30,620			1/15/20
7. Title and Ar Underlying Secur (Instr. 3 and 4)	rities	8. Pri Derivat Securit (Instr.	ive y	9. Numl derivat Securit Benefic at End (Instr.	ive ies ially of Mon	Owned	10. Form Deriv Secus Directindis	Ownersh: of vative rity: ct (D) o: rect (I)	ip r	11. Ind Own	Nature irect Be ership str. 4)
Underlying Secur	rities	Derivat Securit	ive y	derivat. Securit. Benefic. at End	ive ies ially of Mon	Owned	10. Form Deriv Secus Directindis	Ownersh: of vative rity: ct (D) o: rect (I)	ip r	11. Ind Own	irect Be ership

Explanation of Responses:

**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	March 8, 2002
**Signature of Reporting Person	Date