

Edgar Filing: FEDERATED INVESTORS INC /PA/ - Form 4

FEDERATED INVESTORS INC /PA/

Form 4

April 10, 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 C.
(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

5. If Amendment, Date of Original (Month/Year)

March 8, 2002

6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner

Officer (give title below) Other (specify below)

President and Chief Executive Officer

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

Form filed by One Reporting Person

Form filed by More than One Reporting Person

Edgar Filing: FEDERATED INVESTORS INC /PA/ - Form 4

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 Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
		Code	V	Amount	(A) or Price (D)	
Class B Common Stock						
Class B Common Stock				4,841,165	(1)	D
Class B Common Stock				33,977		I
Class B Common Stock				1,655,200		I
Class B Common Stock				1,266,947		I
Class B Common Stock				878,712		I
Class B Common Stock				10,800	(2) (3)	I

Edgar Filing: FEDERATED INVESTORS INC /PA/ - Form 4

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 Exercisable or Expiration Date (Month/Day/Year)
--	--	--------------------------------------	--------------------------------	---	---

Code	V	(A)	(D)	Date Exercisable
------	---	-----	-----	------------------

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)	10. Ownership Form of Derivative Security: Direct (D) or indirect (I) (Instr. 4)
---	--	--	--

Title	Amount or Number of Shares
-------	----------------------------

Edgar Filing: FEDERATED INVESTORS INC /PA/ - Form 4

Explanation of Responses:

- (1) Includes 136,524 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) plan.
- (2) Previously incorrectly reported as a gift of shares. Reporting person previously transferred 540,000 shares from his direct holdings to Tiger Investment Management LLC (of which reporting person is a member) which did not constitute a reportable change in beneficial ownership. On 2/21/02, ownership interests in the LLC were gifted to others resulting in a change in beneficial ownership of 529,200 shares equaling the other owners' proportional interests in the Federated Investors, Inc., Class B Common Stock holdings of Tiger Investment Management, LLC.
- (3) Represents reporting person's remaining proportionate interest in the Federated Investors, Inc., Class B Common Stock holdings of Tiger Investment Management, LLC. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

** 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/ J. Christopher Donahue

April 10, 2002

**Signature of Reporting Person

Date