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DONAHUE J CHRISTOPHER

Form 4 May 10, 2002

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

O I I I I I I I I I I I I I I I I I I I	CHANGES IN DENELICINE (SWINDINGTITE
Filed pursuant to Section Section 17(a) of the Public Ut of the Investment Company Act	ility Holding Company Ac	ties Exchange Act of 1934, et of 1935 or Section 30(f)
FORM 4		
/ / Check this box if no obligations may continue. See	-	ion 16, Form 4 or Form 5
(Print or Type Responses) 1. Name and Address of Report	ing Person*	
Donahue (Last)	John (First)	C. (Middle)
<pre>c/o Federated Investors, Inc. Federated Investors Tower (Street)</pre>		
Pittsburgh (City) 2. Issuer Name and Ticker or Federated Investors, Inc	Trading Symbol	15222-3779 (Zip)
3. I.R.S. Identification Numb	per of Reporting Person,	if an entity (voluntary)
4. Statement for Month/Year April 2002		
5. If Amendment, Date of Original March 2002	ginal (Month/Year)	
6. Relationship of Reporting (Check all applicable)X DirectorX	Person(s) to Issuer 10% Owner Officer (give title below	ow) Other (specify below)
President and Chief Exec	cutive Officer	(opecity below)
7. Individual or Joint/Group _X Form filed by One Rep Form filed by More the		e Limit)

Table I -- Non-Derivative Securities Beneficially Owned

1. Title of 2. 3. 4. Securities Acquired 5. Amount of 6. Ownership Security Transaction Transaction (A) or Disposed of Securities Form: Direct

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(Instr. 3)	Date (Mon/day/y		le istr. 8)		Instr. 3,	4, and	Beneficially Owned at End of Month (Instr. 3 and 4)	Indirect (I)
		Code	V	Amount	(A) or (D)	Price	,	
Class B Common Stock	3/26/2002	G	V	5 , 120 (2)	D		4,836,045(1)	D
Class B Common Stock	3/26/2002	G	V		D		28,857	I
Class B Common Stock	3/26/2002	G	V	1,280 (2)	A		828,906	I
Class B Common Stock	3/26/2002	G	V	1,280(2)	A		1,267,596	I
Class B Common Stock	3/26/2002	G	V	640(2)	A		1,267,596	I
Class B Common Stock							438,690	I
Class B Common Stock	3/14/2002	S		2,498(3)	D	\$34.10		I
Class B Common Stock	4/30/2002	S		8,200(4)	D	\$31.13	102(5)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, covertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year	Cod	ansaction e (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
			Code	V	(A) (D)

6. Dat Exercis Expirat (Month/

Date Exercis

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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7. Title and Amount of 8. Price of 9. Number of 10. Ownership Form of Underlying Securities Derivative derivative Securities Derivative Security: Direct (Instr. 3 and 4) Security Beneficially Owned at (D) or indirect (I) (Instr. 5) End of Month (Instr. 4)

Title Amount or Number of Shares

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) Represents the aggregate of several gifts, including gifts made to children sharing reporting person's household.
- (3) Represents reporting person's proportionate interest in the sale of 124,925 shares by Tiger Investment Management, LLC.
- (4) Represents reporting person's proportionate interest in the sale of 410,000 shares by Tiger Investment Management, LLC
- (5) Represents reporting person's proportionate interest in 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.
- $\ensuremath{^{**}}$ 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/ J. Christopher Donahue May 10, 2002

**Signature of Reporting Person Date