

Edgar Filing: DONAHUE JOHN F - Form 4

DONAHUE JOHN F
Form 4
September 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 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
August 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

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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 (D)	Price		
Class B Common Stock							553,137 (1)	D
Class B Common Stock	8/16/2002	S		40,000	D	\$29.6025		
	8/22/2002	S		26,400	D	\$30.039		
	8/23/2002	S		25,000	D	\$29.8191		
	8/27/2002	S		20,000	D	\$29.806	4,259,438	I
Class B Common Stock							87,558	I
Class B Common Stock							288,574	I
Class B Common Stock							5,922,258	I

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Class B Common Stock	8/19/2002	S	50,000	D	\$29.7598		
	8/20/2002	S	25,000	D	\$29.8566		
	8/22/2002	S	50,000	D	\$30.039	437,000	I

Class B Common Stock						12,254	I
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Class B Common Stock						170,810	I
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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 Exercis
			Code	V	(A) (D) Date Exercis

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/s/ John F. Donahue

September 10, 2002

***Signature of Reporting Person

Date