

Edgar Filing: DONAHUE JOHN F - Form 4

DONAHUE JOHN F
Form 4
December 27, 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/Day/Year
December 24, 2002

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

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

X Director X 10% Owner
X Officer (give title below) Chairman Other (specify below)

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

X 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 | | | | 563,294 (1) (3) | D |
| Class B Common Stock | | | | 4,059,438 | I |
| Class B Common Stock | | | | 87,558 | I |
| Class B Common Stock | | | | 288,574 | I |
| Class B Common Stock | 12/24/2002 | J(2) | | 1,000 | D |
| Class B Common Stock | | | | 5,703,250 | I |
| Class B Common Stock | | | | 437,000 | I |
| Class B Common Stock | | | | 14,101 (3) | I |
| Class B Common Stock | | | | 20,810 | I |

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) |
|--|--|--------------------------------------|--------------------------------|---|---|
|--|--|--------------------------------------|--------------------------------|---|---|

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Code V (A) (D) Date Exercis

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

Explanation of Responses:

- (1) Includes 308,661 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) Plan
- (2) The Beechwood Company transferred 1,000 shares of Class B Common Stock to one of its officers as deferred compensation.
- (3) Transferred 1,847 Shares from Direct holdings to AWOL, Inc.

*** 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/ John F. Donahue December 27, 2002
 ***Signature of Reporting Person Date