

Edgar Filing: FEDERATED INVESTORS INC /PA/ - Form 3

FEDERATED INVESTORS INC /PA/

Form 3

March 22, 2001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 3

(Print or Type Responses)

1. NAME AND ADDRESS OF REPORTING PERSON\*

McAuley III Denis  
(LAST) (FIRST) (MIDDLE)

c/o Federated Investors Inc.  
Federated Investors Tower  
(STREET)

Pittsburgh PA 15222-3779  
(CITY) (STATE) (ZIP)

2. DATE OF EVENT REQUIRING STATEMENT (MONTH/DAY/YEAR)  
3/16/2001

3. I.R.S. IDENTIFICATION NUMBER OF REPORTING PERSON, IF AN ENTITY (VOLUNTARY)

4. ISSUER NAME AND TICKER OR TRADING SYMBOL

Federated Investors Inc. FII

5. RELATIONSHIP OF REPORTING PERSON(S) TO ISSUER: (CHECK ALL IF APPLICABLE)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CHIEF ACCOUNTING OFFICER

6. IF AMENDMENT, DATE OF ORIGINAL (MONTH/DAY/YEAR)

7. INDIVIDUAL OR JOINT/GROUP FILING (CHECK APPLICABLE LIMIT)

Form filed by One Reporting Persons  
 Form filed by More than One Reporting Persons

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TABLE I -- NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

1. TITLE OF SECURITY (INSTR. 4)	2. AMOUNT OF SECURITIES BENEFICIALLY OWNED OR (INSTR. 4)	3. OWNERSHIP FORM: DIRECT (D)  INDIRECT (I) (INSTR. 5)	4. NATURE OF INDIRECT BENEFICIAL OWNERSHIP (INSTR. 5)
Class B Common Stock	13,956 (1)	D	

(1) Includes 6 shares of Federated Investors, Inc.'s Class B Common Stock held in Federated's Profit Sharing/401(k) Plan 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 5(b) (v).

TABLE II - DERIVATIVE SECURITIES BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. TITLE OF DERIVATIVE SECURITY (INSTR. 4)	2. DATE EXERCISABLE AND EXPIRATION DATE (MONTH/DAY/YEAR)	3. TITLE AND AMOUNT OF SECURITIES UNDERLYING DERIVATIVE SECURITY (INSTR. 4)	4. CONVE OR EXERCIS PRICE O DERIVAT SECURIT
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Date ExercisablDate	Expiration	Title	Amount or Number of Shares
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Employee Stock Option (right to buy)	6/30/2004	6/30/2005	Class B Common Stock	36,000	\$1.2756
Employee Stock Option (right to buy)	6/30/2006	6/30/2007	Class B Common Stock	45,000	\$4.00
Employee Stock Option (right to buy)	6/30/2008	6/30/2009	Class B Common Stock	7,500	\$12.666

\*\* 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/ DENIS MCAULEY III

MARCH 21, 2001

\*\*Signature of Reporting Person

Date