

Edgar Filing: DONAHUE JOHN F - Form 4

DONAHUE JOHN F  
Form 4  
October 25, 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

October 24, 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

1. Title of Security (Instr. 3)	2. Transaction Date	3. Transaction Code (Instr. 3, 4, and 5)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or
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(Mon/day/ye8)

Owned at End of Indirect (I)  
Month (Instr. 3 (Instr. 4)  
and 4)

	Code	V	Amount	(A) or (D)	Price		
Class B Common Stock						533,137 (1)	D
Class B Common Stock	10/24/02	S	20,000	D	\$26.75	4,239,438	I
Class B Common Stock						87,558	I
Class B Common Stock						288,574	I
Class B Common Stock						5,922,258	I
Class B Common Stock						437,000	I
Class B Common Stock						12,254	I
Class B Common Stock						170,810	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

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(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 of Exercise (Month/Day/Year)	
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)	Code	V	(A) (D)	Date of Exercise
Title	Amount or Number of Shares					

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

\*\*\* 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  
 \*\*\*Signature of Reporting Person

October 25, 2002  
 Date