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DONAHUE JOHN F Form 4

November 07, 2002

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

STATEMENT OF	CHANGES IN BENEFICIAL C	DWNERSHIP
Filed pursuant to Section Section 17(a) of the Public Ut:		ies Exchange Act of 1934,
Holding Company Act of 193 of 1940 FORM 4	35 or Section 30(f) of t	the Investment Company Act
// Check this box if no obligations may continue. See		tion 16, Form 4 or Form !
(Print or Type Responses)		
1. Name and Address of Report:	ing Person*	
	John (First)	F. (Middle)
<pre>c/o Federated Investors, Inc. Federated Investors Tower (Street)</pre>		
5	Trading Symbol	15222-3779 (Zip)
3. I.R.S. Identification Number	er of Reporting Person,	if an entity (voluntary)
4. Statement for Month/Year October 31, 2002		
5. If Amendment, Date of Original	inal (Month/Year)	
6. Relationship of Reporting R (Check all applicable) X Director X Officer (give title R Chairman	X 10% Owner	ner (specify below)
7. Individual or Joint/Group IX Form filed by One Repo Form filed by More that		e Limit)
Table I N	on-Derivative Securities	s Reneficially Owned

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

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Code

(Instr. 3)

Date

(D) (Instr. 3, 4, and Beneficially (D) or

	Jate ((Mon/day/year)(ode Instr. 8)		(Instr. 3,	4, and	Owned at End of Month (Instr. 3 and 4)	Indirect (I)
	Code	V	Amount	(A) or (D)	Price		
Class B Common Stock						567,141(1)	D
Class B Common Stock						4,239,438	I
Class B Common Stock						87,558	I
Class B Common Stock						288,574	I
Class B Common Stock	10/31/02 G	V	34,004	D		5,854,250	I
Class B Common Stock						437,000	I
Class B Common Stock						12,254	I
Class B Common Stock						170,810	I
directly or indi	rectly.					beneficially owne struction 4(b)(v)	
FORM 4 (continued		ble II -	Derivativ	ve Securit	ies Acqu	ired, Disposed of	, or Beneficia
Owned		(e.g.,	puts, cal	ls, warra	nts, opt	ions, convertible	e securities)
1. Title of Derivative Secur: (Instr. 3)	2. Converity or Exercis Price of Derivative Security	e Tra	nsaction e nth/Day/Y	Со	ransacti de (Inst		Exercis Expirat A) or (Month/ of (D)

7. Title and Amount of 8. Price of 9. Number of 10. Ownership Form of

Code V

(A)

/. Iltle 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)	(Instr. 4)

(D)

Date Exercis

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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 November 7, 2002
***Signature of Reporting Person Date