

Edgar Filing: DONAHUE JOHN F - Form 4

DONAHUE JOHN F
 Form 4
 February 20, 2003

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 (Last)	John (First)	F. (Middle)
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c/o Federated Investors, Inc.
 Federated Investors Tower
 (Street)

Pittsburgh (City)	PA (State)	15222-3779 (Zip)
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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
 February 19, 2003

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

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

<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
<input checked="" type="checkbox"/> Officer (give title below) Chairman	<input type="checkbox"/> Other (specify below)

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 (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)	6. Form (D) Indi (Ins
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		Code	V	Amount	(A) or (D)	Price	and 4)	
Class B Common Stock							489,294 (1)	D
Class B Common Stock	2/19/2003	S		301,000	D	\$24.50	3,738,438	I
Class B Common Stock							87,558	I
Class B Common Stock							288,574	I
Class B Common Stock	2/19/2003	S		100,000	D	\$24.50	5,601,750	I
Class B Common Stock	2/19/2003	S		99,000	D	\$24.50	338,000	I
Class B Common Stock							14,101	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 Derivative Securities Acquired (A) Disposed of (Instr. 3, (A) (
			Code V	

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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 of Derivative Securities (D) or indirect (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

*** 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 February 20, 2003
***Signature of Reporting Person Date