

Edgar Filing: FEDERATED INVESTORS INC /PA/ - Form 4

FEDERATED INVESTORS INC /PA/

Form 4

April 10, 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*

Fisher John B.
 (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

March 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)
 President - Institutional Sales Division of Federated Securities Corp.

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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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 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
		Code	V	Amount	(A) or (D)	Price		
Class B Common Stock	3/11/2002	S		50,000	D	\$34.10	180,582 (1)	D
Class B Common Stock							67,500	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

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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)
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Code	V	(A)	(D)	Date of Exercise
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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 Form of Derivative Security: Direct (D) or indirect (I) (Instr. 4)
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Title	Amount or Number of Shares
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Explanation of Responses:

(1) Includes 30,582 shares of Federated Investors, Inc. Class B Common Stock held in Federated's Profit Sharing/401(k) plan.

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** 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 B. Fisher

April 10, 2002

**Signature of Reporting Person

Date