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MCGONIGLE JOHN W

Form 4

December 20, 2002

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Fil	Led	pursuant	to	Section	16(a)	of	the	Securities	Exchange	Act	of	1934,
Section	17 (a	a) of the	Pub.	lic Util	ity							

Holding Company Act of 1935 or Section 30(f) of the Investment Company Act

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*

McGonigle John (First)

(Last) (Middle)

c/o Federated Investors, Inc. Federated Investors Tower (Street)

Pittsburgh PΑ (State) (City)

- 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)

15222-3779

(Zip)

- 4. Statement for Month/Day/Year December 18, 2002
- 5. If Amendment, Date of Original (Month/Year)

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

___X____ Director ______ 10% Owner _____ X____ Officer (give title below) _____ Other (specify below)

Secretary, Executive Vice President, Chief Legal Officer

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

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

Table I -- Non-Derivative Securities Beneficially Owned

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

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(Instr. 3) Date Code (Instr. 3, 4, and 5) Beneficially Form:
(Mon/day/year)(Instr. 8) Owned at End of Direct (D)
Month (Instr. 3 or
and 4) Indirect
(I)
(Instr. 4)

Code V Amount (A) or Price
(D)

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 $% \left(1\right) =\left(1\right) +\left(1\right) =\left(1\right) +\left(1\right) +\left(1\right) =\left(1\right) +\left(1\right) +$

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	Code 8)	Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	
			Code	V	(A)	(D)	Date Exercisa
Employee Stock Options (right to purchase)	\$25.35	12/18/2002	A		9,453		12/18/20

7. Title an Underlying S (Instr. 3 an	ecurities	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)	11. Nature Indirect Be Ownership (Instr. 4)	
Title	Amount or Number of Shares			(Instr. 4)		
Class B Common Stock	9,453	\$6.82	9,453	I	713 Investm Partners, I	

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Explanation of Responses:

** 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 W. McGonigle December 20, 2002 **Signature of Reporting Person Date