

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **1999-09-10** | Period of Report: **1999-08-31**  
SEC Accession No. **0000918971-99-000003**

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### SUBJECT COMPANY

#### **FEDERATED INVESTORS INC /PA/**

CIK: **1056288** | IRS No.: **251111467** | State of Incorporation: **PA** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-14818** | Film No.: **99708934**  
SIC: **6770** Blank checks

Mailing Address  
*FEDERATED INVESTORS  
TOWER  
PITTSBURGH PA 15222*

Business Address  
*FEDERATED INVESTORS  
TOWER  
5800 CORPORATE DR  
PITTSBURGH PA 15222  
4122881900*

### REPORTING OWNER

#### **DONAHUE JOHN F**

CIK: **918971** | IRS No.: **251111467** | State of Incorporation: **PA**  
Type: **4**

Mailing Address  
*FEDERATED INVESTORS  
TOWER  
PITTSBURGH PA 15222-3779*

Business Address  
*FEDERATED INVESTORS  
TOWER  
PITTSBURGH PA 15222-3779*

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  
8/99

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>  
<CAPTION>

TABLE I -- NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		Code	V	Amount	(A) or (D)	Price	
Class B Common Stock	8/9/99	G	V	1,315	D		By Shamrock Partners, L.P.
Class B Common Stock	8/9/99	G	V	1,315	D		By Shamrock Partners, L.P.
Class B Common Stock	8/9/99	G	V	530	D	1,055,637	By Shamrock Partners,

Class B Common Stock	4,634,505	I	By Beechwood Company
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Class B Common Stock	4,196,892	I	By Comax Company
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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>

<CAPTION>

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 of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)
			Code      V	(Instr. 3, 4, and 5) (A)                  (D)	Date Exercisable      Expiration Date
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)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Title	Amount or Number of Shares				

</TABLE>

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 F. Donahue	September 10, 1999
***Signature of Reporting Person	Date