#### MCGONIGLE JOHN W Form 4 March 08, 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 Ut		Ended Ended of 1901, Cook	1011						
Holding Company Act o	f 1935 or Section 30(f)	of the Investment Company Act	of						
/ / 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 Respons	es)								
1. Name and Address o	f Reporting Person*								
McGonigle (Last)	John (First)	W. (Middle)							
c/o Federated Investor Federated Investors To (Street)									
Pittsburgh (City)	PA (State)	15222-3779 (Zip)							
	cker or Trading Symbol ors, Inc. FII								
3. I.R.S. Identificat	ion Number of Reporting	Person, if an entity (voluntary)	)						
4. Statement for Mont January 2002	h/Year								
5. If Amendment, Date	of Original (Month/Year	r)							
(Check all applicable)X DirectorX Officer (giv	porting Person(s) to Iss  10% Owr e title below) tive Vice President, Chi	mer Other (specify below)							
$\underline{\hspace{1cm}}$ X $\underline{\hspace{1cm}}$ Form filed by	t/Group Filing (Check Ap One Reporting Person More than One Reporting								

Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security	2. Transactio		ansactio					cquired ed of (D)		6. Ownership
(Instr. 3)	Date (Mon/day/y	Со	ode					ed 01 (D) and 5)	Beneficially Owned at End of Month (Instr. 3 and 4)	Form: Direct (D)
		Code			ount		(D)			
directly or ind	irectly.								eneficially owned truction 4(b)(v).	
	-									
FORM 4 (continu	ed)									
	/	Table	e II - De	riv	ative :	Secui	ritie	es Acquire	d, Disposed of, o	r
Beneficially Ow	ned		/		+ c	-11-		~~~~	+iono	
securities)			(e.g.	, p	uls, C	allS,	wai	rrants, op	tions, convertibl	е

1. Title of Derivative S (Instr. 3)		or Ex Price	e of vative	Trans Date	saction e th/Day/Year)			nsactio		5. Number Derivative Securities Acquired (2 Disposed of (Instr. 3, and 5)	A) oi	I I	6. Date Exercisa Expirati (Month/D
						Coc		V		(A)	(D)		 Date Exercisa
Employee Sto		\$31.0	00	1/15	5/2002	 А		V		7,420			  1/15/200
7. Title and Underlying State (Instr. 3 and	ecurities		8. Price of Derivative Security (Instr. 5)		9. Number derivative Beneficiall End of Mont	Sec ly (	curiti Owned	at	Forr Der: Secu (D) (I)	Ownership m of ivative urity: Dire or indirect	ect	Ind: Owne	Nature irect Be ership str. 4)
Title	Amount of Number of Shares	or											
Class B Common Stock	7,420		\$10.12		7,420				I				Investm

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.

March 8, 2002

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/s/ John W. McGonigle

\*\*Signature of Reporting Person

Date