| FORM 4 |
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| Check this box if no  |
|-----------------------|
| longer subject to     |
| Section 16. Form 4 or |
| Form 5 obligations    |
| may continue. See     |
| Instruction 1(b).     |
|                       |

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

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#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| (Print or Type Response   | es)                     |                          |  |                                   |       |                                      |               |   |  |  |                         |  |
|---|-------------------------|--------------------------|--|-----------------------------------|-------|--------------------------------------|---------------|---|--|--|-------------------------|--|
| 1. Name and Address of Reporting Person <sup>±</sup><br>LEVINSON SARA |                         |                          | 2. Issuer Name <b>an</b><br>FEDERATED I<br>/DE/ [FD]               |                                   |       | 0.                                   |               | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>X_ Director 10% Owner<br>Officer (give title below) Other (specify below) |  |  |                         |  |
| (Last)<br>C/O WOMENS GI<br>15TH FL                                    | (First)<br>ROUP INC, 73 | (Middle)<br>3 THIRD AVE  | 3. Date of Earliest 7<br>06/30/2003                                | ransaction                        | (Mon  | th/Day/Y                             | ear)          |   |  |  |                         |  |
| (Street)<br>NEW YORK, NY 10017  |                         |                          | 4. If Amendment, Date Original Filed(Month/Day/Year)<br>07/02/2003 |                                   |       |                                      |               |   | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person |  |                         |  |
| (City)  | (State)                 | (Zip)                    | Т  | able I - No                       | n-Dei | rivative S                           | ecuritie      | s Acqu  | ired, Disposed of, or Beneficially Ov  | wned   |                         |  |
| 1.Title of Security<br>(Instr. 3)                                     |                         | Date<br>(Month/Day/Year) | Execution Date, if any   | 3. Transact<br>Code<br>(Instr. 8) | tion  | 4. Securi<br>(A) or Di<br>(Instr. 3, | isposed o     | of (D)  | 5. Amount of Securities<br>Beneficially Owned Following<br>Reported Transaction(s)   | Ownership<br>Form:                             | Beneficial              |  |
|   |                         |                          | (Month/Day/Year)   | Code                              | v     | Amount                               | (A) or<br>(D) | Price   | (Instr. 3 and 4)   | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | Ownership<br>(Instr. 4) |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information SEC 1474 (9-02) contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

|             | (e.g., puts, calls, warrants, options, convertible securities) |                  |                    |                      |   |                     |       |               |            |               |              |             |                |             |            |
|-------------|--|------------------|--------------------|----------------------|---|---------------------|-------|---------------|------------|---------------|--------------|-------------|----------------|-------------|------------|
| 1. Title of | 2.   | 3. Transaction   | 3A. Deemed         | 4.                   |   | 5.                  |       | 6. Date Exer  | cisable    | 7. Title and  | Amount       | 8. Price of | 9. Number of   | 10.         | 11. Nature |
| Derivative  | Conversion   | Date             | Execution Date, if | Transaction Number a |   | and Expiration Date |       | of Underlying |            | Derivative    | Derivative   | Ownership   | of Indirect    |             |            |
| Security    | or Exercise  | (Month/Day/Year) | any                |                      |   | (Month/Day/Year)    |       | Securities    |            | Security      | Securities   | Form of     | Beneficial     |             |            |
| (Instr. 3)  | Price of   |                  | (Month/Day/Year)   | (Instr. 8)           | ) | Deriv               | ative |               |            | (Instr. 3 and | 4)           | (Instr. 5)  | Beneficially   | Derivative  | Ownership  |
|             | Derivative   |                  |                    |                      |   | Secur               | ities |               |            |               |              |             | Owned          | Security:   | (Instr. 4) |
|             | Security   |                  |                    |                      |   | Acqui               |       |               |            |               |              |             | 0              | Direct (D)  |            |
|             |  |                  |                    |                      |   | (A) 01              |       |               |            |               |              |             | *              | or Indirect |            |
|             |  |                  |                    |                      |   | Dispo               |       |               |            |               |              |             | Transaction(s) | · · /       |            |
|             |  |                  |                    |                      |   | of (D)              |       |               |            |               |              |             | (Instr. 4)     | (Instr. 4)  |            |
|             |  |                  |                    |                      |   | (Instr.<br>4, and   |       |               |            |               |              |             |                |             |            |
|             |  |                  |                    |                      |   | -, and              | 13)   |               |            |               | -            |             |                |             |            |
|             |  |                  |                    |                      |   |                     |       |               |            |               | Amount       |             |                |             |            |
|             |  |                  |                    |                      |   |                     |       | Date          | Expiration | <b>T</b> : 1  | or           |             |                |             |            |
|             |  |                  |                    |                      |   |                     |       | Exercisable   | Date       | Title         | Number       |             |                |             |            |
|             |  |                  |                    | Code                 | v | (1)                 |       |               |            |               | of<br>Shares |             |                |             |            |
|             |  |                  |                    | Code                 | v | (A)                 | (D)   |               |            |               | Snares       |             |                |             |            |
| Phantom     |  |                  |                    |                      |   |                     |       |               |            | Common        |              | \$          |                |             |            |
| Stock       | <u>(1)</u>   | 06/30/2003       |                    | А                    |   | 286                 |       | <u>(2)</u>    | <u>(2)</u> | Common        | 286          | +           | 286            | D           |            |
| Units       |  |                  |                    |                      |   |                     |       |               |            | Stock         |              | 32.6013     |                |             |            |
| Cinto       |  |                  |                    |                      |   |                     |       |               |            |               |              |             |                |             |            |

### **Reporting Owners**

|  | Relationships |              |         |       |  |  |  |
|--|---------------|--------------|---------|-------|--|--|--|
| Reporting Owner Name / Address   | Director      | 10%<br>Owner | Officer | Other |  |  |  |
| LEVINSON SARA<br>C/O WOMENS GROUP INC<br>733 THIRD AVE 15TH FL<br>NEW YORK, NY 10017 | Х             |              |         |       |  |  |  |

# Signatures

/s/Christopher M. Kelly, as attorney-in-fact for Sara Levinson pursuant to a Power of Attorney

\*\*Signature of Reporting Person

03/11/2004 Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 1-for-1 conversion.
- (2) Units are to be settled in Common Stock upon the Reporting Person's termination from the Board of Directors.

#### **Remarks:**

This amended Form 4 is being filed to correct the number of Phantom Stock Units acquired on 6/30/2003, which was reported incorrectly.

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.