SEC Form 4

FORM 4

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

OMB APPROVAL

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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).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

	ress of Reporting F	erson*	2. Issuer Name and Ticker or Trading Symbol KENNAMETAL INC [kmt]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
JACKO JO	<u>HN H</u>				Director	10% Owner				
(Last) 1600 TECHNO	(First) DLOGY WAY	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/01/2012	X	Officer (give title below) Vice Presi	Other (specify below) ident				
(Ctro.ct)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filir	ng (Check Applicable				
(Street) LATROBE	PA	15650		X	Form filed by One Re	porting Person				
(City)	(State)	(Zip)	—		Form filed by More the Person	an One Reporting				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

L. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Disposed Of (5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	08/01/2012		F		887	D	\$36.76	15,909	D	
Common Stock	08/01/2012		М		1,905	A	\$36.76	17,814	D ⁽¹⁾	

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Numb Derivati Securiti Acquire or Dispo of (D) (In 4 and 5)	ve es d (A) osed nstr. 3,	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Restricted Stock Units	(2)	08/01/2012		М			1,424	08/01/2012	(3)	Common Stock	1,424	\$0	3,603	D	
Restricted Stock Units	(2)	08/01/2012		A		2,312		(3)	07/31/2022	Common Stock	2,312	\$0	2,312	D	
Stock Options (right to buy)	\$36.76	08/01/2012		A		10,408		(4)	07/31/2022	Common Stock	10,408	\$0	10,408	D	

Explanation of Responses:

1. Includes 641 shares held under the Kennametal 401K Plan.

2. 1-for-1.

3. Restricted Stock Units are subject to time-based vesting and are dispersed in four equal annual installments, commencing on the first anniversary of the grant date subject to continued employment with the company.

4. Option is exercisable in four equal annual installments, commencing on the first anniversary of the grant date.

By: Kevin G. Nowe For: John H. Jacko Jr.

08/03/2012

Date

** Signature of Reporting Person

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).

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.