
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **November 30, 2004**

Kennametal Inc.

(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania

(State or Other Jurisdiction of Incorporation)

1-5318

(Commission File Number)

25-0900168

(IRS Employer Identification No.)

**World Headquarters
1600 Technology Way
P.O. Box 231
Latrobe, Pennsylvania 15650-0231**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(724) 539-5000**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On November 30, 2004, F. Nicholas Grasberger III, Vice President and Chief Financial Officer of Kennametal Inc. (the “Company”), notified the Company of his intention to resign from the Company effective as of December 31, 2004. Mr. Grasberger is leaving the Company to join Armstrong Holdings, Inc., parent company of Armstrong World Industries, Inc., as senior vice president and chief financial officer. Until a new Chief Financial Officer is selected, Timothy A. Hibbard, the Company’s Corporate Controller and Chief Accounting Officer, will oversee financial functions. Mr. Hibbard, 47, has been in his current role since 2002, and before that Director of Finance of the Company’s Advanced Materials Solutions Group from September 2000 to February 2002 and Vice President and Controller of the Company’s subsidiary, Greenfield Industries, Inc., from October 1998 to September 2000. Mr. Hibbard entered into an employment agreement with the Company on February 18, 2002, which is the same form of agreement entered into by all executive officers of the Company and the terms of which are incorporated herein by reference from the Company’s 2004 Proxy Statement under the section titled “Employment Agreements and Termination of Employment and Change-in-Control Arrangements.”

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Kennametal Inc. Press Release, dated December 6, 2004

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 6, 2004

By: KENNAMETAL INC.
/s/ David W. Greenfield

David W. Greenfield
Vice President, Secretary and
General Counsel



FROM: KENNAMETAL INC.
P.O. Box 231
Latrobe, PA 15650

Investor Relations
724-539-6141
Contact: Beth A. Riley

Media Relations
724-539-4618
Contact: Joy Chandler

DATE: December 6, 2004

FOR RELEASE: Immediate

Kennametal Inc. Institutes Search for New CFO

Latrobe, Pa. – December 6, 2004– Kennametal Inc. (NYSE: KMT) today announced that the company has begun a search to replace current Vice President and CFO F. Nicholas Grasberger III who is leaving on December 31, 2004, to join Armstrong Holdings, Inc., parent company of Armstrong World Industries, as senior vice president and chief financial officer. Kennametal has engaged Christian and Timbers to conduct the search for the new CFO.

“We wish Nick all the best in his new position, and sincerely appreciate his contributions to Kennametal’s success during the almost five years that he has been a part of our leadership team,” commented Kennametal, Chairman, President, and CEO Markos I. Tambakeras. “Timothy Hibbard, our Corporate Controller and Chief Accounting Officer, will oversee financial functions. We have a very solid and experienced talent base in the finance function, and I am therefore confident of continuing smooth operations during our search period and a seamless transition to a new CFO.”

Kennametal finished its fiscal year 2004 with a sales increase of over 12 percent, to nearly \$2 billion and a new company record. Earnings were up over 50 percent, while debt to equity fell to 33 percent—the lowest since 1997. “We also recently reported a very strong first quarter for fiscal year 2005 with record sales up 20 percent, and reported net income of \$22.7 million versus \$8.8 million in the same quarter last year. We remain confident in the company’s ability to continue delivering strong performance,” Tambakeras added.

Kennametal Inc. aspires to be the premier tooling solutions supplier in the world with operational excellence throughout the value chain and best-in-class manufacturing and technology. Kennametal strives to deliver superior shareowner value through top-tier financial performance. The company provides customers a broad range of technologically advanced tools, tooling systems and engineering services aimed at improving customers’ manufacturing competitiveness. With about 13,500 employees worldwide, the company’s annual sales approximate \$2 billion, with nearly half coming from sales outside the United States. Kennametal is a five-time winner of the GM “Supplier of the Year” award and is represented in more than 60 countries. Kennametal operations in Europe are headquartered in Fürth, Germany. Kennametal Asia Pacific operations are headquartered in Singapore. For more information, visit the company’s web site at www.kennametal.com.