

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) and (d) and AMENDMENTS THERETO FILED PURSUANT TO RULE
13d-2(b)

JLK DIRECT DISTRIBUTION INC.
(Name of Issuer)

CLASS A COMMON STOCK
(Title of Class of Securities)

C-46621C 10 5
(CUSIP Number)

December 31, 1997
(Date of Event Which Require Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

- Rule 13d-1(b) (Qualified Investor)
- Rule 13d-1(c) (Passive Investor)
- Rule 13d-1(d) (Exempt Investor)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. C-46621C 10 5

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Kennametal Inc.

IRS Id. No.: 25-0900168

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []

(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION: Pennsylvania

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER	20,237,000
	6.	SHARED VOTING POWER	0
	7.	SOLE DISPOSITIVE POWER	20,237,000
	8.	SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

20,237,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES: []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:

80.5%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTION):

CO

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
Schedule 13G

Under the Securities Exchange Act of 1934

- Item 1 (a). Name of issuer:
JLK Direct Distribution Inc. (the "Company")
- Item 1 (b). Address of issuer's principal executive offices:
1600 Technology Way
Latrobe, PA 15650
- Item 2 (a). Name of person filing:
Kennametal Inc.
- Item 2 (b). Address of principal business office:
1600 Technology Way
Latrobe, PA 15650
- Item 2 (c). Citizenship of Place of Organization: Pennsylvania
- Item 2 (d). Title of class of securities:

The class of securities to which this statement relates is the Class A Common Stock of the Company. Kennametal Inc. ("Kennametal") currently holds Class B Common Stock, which Class B Common Stock is convertible into Class A Common Stock.

- Item 2 (e). CUSIP No.: C-46621C 10 5
- Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:
Not applicable.
- Item 4. Ownership.
- (a) Amount Beneficially Owned:
Kennametal beneficially owns 20,237,000 shares of the Class A Common Stock of the Company by virtue of its ownership of 20,237,000 shares of

the Class B Common Stock of the Company. Kennametal incorporated the Company as a Pennsylvania corporation and received the shares of the Class B Common Stock of the Company. The Class B Common Stock is convertible at this time into an equivalent number of shares of Class A Common Stock. 4,897,000 shares of the Company's Class A Common Stock were sold in the Company's initial public offering in July 1997.

(b) Percent of Class:

Approximately 80.5%.

(c) Deemed Voting Power and Disposition Power:

Number of shares as to which such person has:

(i)	Sole power to vote or to direct the vote:	20,237,000
(ii)	Shared power to vote or to direct the vote:	Not applicable
(iii)	Sole power to dispose or to direct the disposition of:	20,237,000
(iv)	Shared power to dispose or to direct the disposition of:	Not applicable

Item 5.	Ownership of 5 percent or less of a class:	Not applicable
Item 6.	Ownership of more than 5 percent on behalf of another person:	Not applicable
Item 7.	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:	Not applicable
Item 8.	Identification and classification of members of the group:	Not applicable
Item 9.	Notice of dissolution of the group:	Not applicable
Item 10.	Certification:	Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

KENNAMETAL INC.

Date: June 12, 1998

By: /s/ DAVID T. COFER

David T. Cofer
Vice President, Secretary and
General Counsel