FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ington, D.C. 20549	OMB APPROVAL

- 1		
	OMB Number:	3235-0287
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0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and Address of Reporting Person* <u>STRANGHOENER LAWRENCE W</u>														5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
														Director	Director		10% Ow	ner		
(Last)	() NT FINAI	First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 05/25/2004									Officer (g below)	give title		Other (sp below)	pecify		
625 FOL	RTH AVE	NUE SOUTH		_																
					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)							
(Street) MINNEAPOLIS MN 55415-1624														X Form filed by One Reporting Person Form filed by More than One Reporting						
(City)	(:	State)	(Zip)											Person						
		Ta	able I - Non	-Deriva	tive S	ecuritie	s Ac	quired	Dis	posed o	of, or Be	neficia	lly C	Owned						
				2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Yea		e, Transaction Dispo Code (Instr.		n Dispose	urities Acquired (A) sed Of (D) (Instr. 3, 4		4 and 5) Securitie Benefici Owned F		у	Form:	Direct I Indirect E str. 4)	7. Nature of Indirect Beneficial Ownership		
							Code	v	Amount	nt (A) or (D)		•	Reported Transaction(s) (Instr. 3 and 4)				Instr. 4)			
			Table II - D			curities IIs, warr							y Ov	vned						
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	Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount Securities Underlyi Derivative Security (Instr. 3 and 4)		ying Derivat		9. Number derivative Securities Beneficial Owned Followin Reported	ve Owes For ally or (I) d	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amount Number Shares			Transaction(s) (Instr. 4)					
Stock Credits <sup>(1)</sup>	(2)	05/25/2004		A		257.2347		(3)		(3)	Common Stock	257.23	47	\$41.985	1,571.0	0094	D			

## **Explanation of Responses:**

- 1. The number of securities reported in Column 9 includes 5.2981 of stock credits acquired pursuant to a dividend reinvestment feature of the Kennametal Inc. Directors Stock Incentive Plan, as amended. The Company maintains a separate Dividend Reinvestment Plan available to its shareholders that satisfies the requirements of Rule 16a-11 of the Securities Exchange Act of 1934, as amended.
- 2. 1-for-1
- 3. The stock credits become payable, in cash or common stock, at the election of the reporting person, in the event of any change in control of the company, or upon the reporting person's termination of service as a director.

By: David W. Greenfield For: Lawrence W. Stranghoener

05/26/2004

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.