SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person[*] **WEIHL PHIL H**	2. Issuer Name **and** Ticker or Trading Symbol **KENNAMETAL INC** [KMT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

| (Last) (First) (Middle) 1600 TECHNOLOGY WAY P.O. BOX 231 | 3. Date of Earliest Transaction (Month/Day/Year) 08/01/2010 | Director   10% Owner X   Officer (give title below)   Other (specify below) **Vice President** |

| (Street) **LATROBE**   **PA**   **15650** | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X   Form filed by One Reporting Person   Form filed by More than One Reporting Person |
| (City) (State) (Zip) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	08/01/2010		F		488	D	$26.89	31,907.13	D	
Common Stock	08/01/2010		M		542	A	$26.89	32,449.13	D[(1)(2)]	

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. Transaction Code (Instr. 8)		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 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) (Instr. 4)	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				
Restricted Stock Units	[(3)]	08/01/2010		A		3,719		[(4)]	07/31/2020	Common Stock	3,719	$0	3,719	D	
Stock Option (right to buy)	$26.89	08/01/2010		A		16,722		[(5)]	07/31/2020	Common Stock	16,722	$0	16,722	D	

Explanation of Responses:

1. Includes 572.1275 shares held under the Kennametal 401K Plan.

2. Beneficial ownership includes an amendment to the 7/27/2010 filing that reported the amount of benefical ownership of Common Stock as 32,502 shares and should have been reported as 32,199.87 shares.

3. 1-for-1.

4. 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.

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

Kevin G. Nowe on behalf of Phil H. Weihl	08/03/2010
** Signature of Reporting Person	Date

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.