

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

KENNAMETAL INC.

(Exact Name of Registrant as Specified in its Charter)

Pennsylvania

25-0900168

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(State of Incorporation or Organization)

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(I.R.S. Employer Identification No.)

Kennametal Inc.  
Route 981 South at  
Westmoreland County Airport  
Latrobe, Pennsylvania

15650

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(Address of Principal Executive Offices)

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(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
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FELINE PRIDES(SM) Unit	New York Stock Exchange

If this Form relates to the registration  
of a class of securities pursuant to  
Section 12(b) of the Exchange Act and is  
effective pursuant to General  
Instruction A(c), please check the  
following box.

If this Form relates to the registration  
of a class of securities pursuant to  
Section 12(g) of the Exchange Act and is  
effective pursuant to General  
Instruction A(d), please check the  
following box.

Securities Act registration statement file number to which this form relates:  
333-40809.

Securities to be registered pursuant to Section 12(g) of the Act: None

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

## Item 1. Description of Registrant's Securities to be Registered.

The class of securities to be registered hereby is the FELINE PRIDES(SM) Unit ("FELINE PRIDES(SM)") of Kennametal Inc., a Pennsylvania corporation.

For a description of the FELINE PRIDES(SM), reference is made to the Registration Statement on Form S-3 of Kennametal Inc. (the "Company"), among other registrants (Registration No. 333-40809), filed with the Securities and Exchange Commission on November 21, 1997 (the "Registration Statement"), and the forms of prospectus and prospectus supplement for the FELINE PRIDES(SM) included therein, which description is incorporated herein by reference. Definitive copies of the prospectus and the prospectus supplement describing the FELINE PRIDES(SM) will be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, and shall be incorporated by reference into this Registration Statement on Form 8-A. ("FELINE PRIDES(SM)" is a service mark of Merrill Lynch & Co. Inc.)

## Item 2. Exhibits.

1. Amended and Restated Articles of Incorporation of Kennametal Inc., as amended (incorporated herein by reference to Exhibit 3.1 to the Company's September 30, 1994 Form 10-Q).
2. Rights Agreement dated October 25, 1990 (incorporated herein by reference to Exhibit 4 of the Company's Form 8-K dated October 23, 1990).
3. Form of Purchase Contract Agreement (including as Exhibit A the form of Income PRIDES and as Exhibit B the form of Growth PRIDES), between Kennametal Inc. and The First National Bank of Chicago as Purchase Contract Agent (incorporated herein by reference to Exhibit 4.2 to the Registration Statement).
4. Form of Pledge Agreement, among Kennametal Inc., The Chase Manhattan Bank, as Collateral Agent and The First National Bank of Chicago, as Purchase Contract Agent (incorporated herein by reference to Exhibit 4.3 of Amendment No. 2 to the Registration Statement).
5. Certificate of Trust of Kennametal Financing I (incorporated herein by reference to Exhibit 4.4 of the Registration Statement).
6. Agreement of Trust of Kennametal Financing I
7. Form of Amended and Restated Agreement of Trust, (incorporated herein by reference to Exhibit 4.6 of Amendment No. 2 to the Registration Statement).

8. Form of Trust Preferred Security Certificate (incorporated herein by reference to Exhibit 4.6 of Amendment No. 2 to the Registration Statement).
9. Form of Indenture between Kennametal Inc. and The First National Bank of Chicago, as Trustee (incorporated by reference to Exhibit 4.7 of Amendment No. 2 to the Registration Statement).
10. Form of First Supplemental Indenture between Kennametal Inc. and The First National Bank of Chicago, as Trustee (incorporated herein by reference to Exhibit 4.8 of Amendment No. 2 to the Registration Statement).
11. Form of Debenture of Kennametal (incorporated herein by reference to Exhibit 4.8 of Amendment No. 2 to the Registration Statement).
12. Form of Preferred Securities Guarantee Agreement in respect of Kennametal Financing I, with respect to the Trust Preferred Securities (incorporated herein by reference to Exhibit 4.9 of Amendment No. 2 to the Registration Statement).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

KENNAMETAL INC.

Dated: January 20, 1998

By: /s/ DAVID T. COFER

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Name: David T. Cofer  
Title: Vice President, Secretary and General  
Counsel