Common Stock

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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

Name and Address of Reporting Person* BAILEY MARTHA A					uer Name and Tick NNAMETAL					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
					MANIETAL	1 IIVC	LKI	III J		`	Director	10% (Owner		
(Last) 1600 TECHNO	(First) OLOGY WAY	(Middle)			e of Earliest Trans L/2013	action (Month	n/Day/Year)	X	X Officer (give title Other (specify below) Controller					
(Street)		4. If A	mendment, Date o	of Origin	al File	ed (Month/Day	6. Indi Line)	6. Individual or Joint/Group Filing (Check Applicable Line)							
LATROBE	PA	15650								X	Form filed by One Reporting Person				
(City)	(City) (State) (Zip)									Form filed by More than One Reporting Person					
		Table I - N	on-Derivat	tive \$	Securities Ac	quire	d, Di	sposed of	, or Be	eneficially	Owned				
Date			2. Transaction Date (Month/Day/Y	ear)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of			5. Amount of Securities Beneficially Ownerfollowing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
						Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	ζ		08/01/201	13		M		229	A	\$29.6	4,064	D			
Common Stock	ζ		08/01/201	13		M		4,264	A	\$26.89	8,328	D			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

S

M

733

5,226

3,178

983

\$21.48

\$44.929(1)

\$45.24

\$45.24

D

Α

D

9,061

3,835

7,013

6,030(2)

D

D

D

D

08/01/2013

08/01/2013

08/01/2013

08/01/2013

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)	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		(Instr. 4)		
NQ Stock Options (right to buy)	\$29.6	08/01/2013		M			229	(3)	08/01/2018	Common Stock	229	\$0	0	D	
NQ Stock Options (right to buy)	\$26.89	08/01/2013		М			4,264	(3)	08/01/2020	Common Stock	4,264	\$0	2,132	D	
NQ Stock Option (right to buy)	\$21.48	08/01/2013		М			733	(3)	08/01/2019	Common Stock	733	\$0	0	D	
Restricted Stock Units	(4)	08/01/2013		М			3,178	08/01/2013	(5)	Common Stock	3,178	\$0	4,641	D	
Restricted Stock Unit Awards	(4)	08/01/2013		A		1,713		(5)	07/31/2023	Common Stock	1,713	\$0	1,713	D	
Stock Options (right to buy)	\$45.24	08/01/2013		A		5,139		(3)	07/31/2023	Common Stock	5,139	\$0	5,139	D	

Explanation of Responses:

- 1. This price is a weighted average price. The range of prices for the transactions is \$45.220 \$45.225. Full information regarding the number of shares sold at each separate price will be provided upon request.
- 2. Includes 626 shares held in the Kennametal Inc. 401K Plan.
- 3. Option is exercisable in four equal annual installments, commencing on the first anniversary of the grant date.
- 4. 1 for 1.
- 5. These Restricted Stock Units are subject to time based vesting and are dispersed in four equal annual installments, commencing on the first anniversary date of the grant date subject to continued employment with the company.

By: Kevin G. Nowe For: Martha A. Bailey

08/05/2013

** 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.