

As filed with the Securities and Exchange Commission on May 10, 2005

SECURITIES AND EXCHANGE COMMISSION**WASHINGTON D.C. 20549****FORM S-8****REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933****KENNAMETAL INC.****Pennsylvania**
(State or jurisdiction of
Incorporation or organization)**25-0900168**
(I.R.S. Employer
Identification No.)**World Headquarters**
1600 Technology Way
P.O. Box 231
Latrobe, Pennsylvania 15650-0231
(Address of principal executive offices)**KENNAMETAL THRIFT PLUS PLAN**

(formerly known as the Kennametal Thrift Plan)

AND**KENNAMETAL RETIREMENT INCOME SAVINGS PLAN**

(formerly known as the Greenfield Industries, Inc. Retirement Income Savings Plan)

(Full title of the plans)

David W. Greenfield, Esquire
Vice President, Secretary and General Counsel
Kennametal Inc.
World Headquarters
1600 Technology Way
P.O. Box 231
Latrobe, Pennsylvania 15650-0231
(Name and address of agent for service)
724-539-5000
(Telephone number of agent for service)**Copies of communications to:**
Ronald Basso, Esquire
Buchanan Ingersoll PC
One Oxford Centre
301 Grant Street, 20th Floor
Pittsburgh, PA 15219-1410
412-562-8800**CALCULATION OF REGISTRATION FEE**

Title of Securities To Be Registered	Amount to Be Registered ⁽⁴⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Capital Stock (1) (par value \$1.25 per share)	1,000,000 shares	\$ 45.74 ⁽²⁾	\$ 45,740,000	\$ 5,383.60 ⁽³⁾

(1) Includes Preferred Stock Purchase Rights. Prior to the occurrence of certain events, such rights will not be exercisable or evidenced separately from the Capital Stock.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h). In accordance with Rule 457(h), such price is the average of the high and low sale prices for the Capital Stock as quoted on the New York Stock Exchange on May 5, 2005.

(3) Calculated pursuant to Section 6(b) of the Securities Act of 1933.

(4) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans describe herein.

INCORPORATION OF PRIOR REGISTRATION STATEMENTS BY REFERENCE

Kennametal Inc. (the "Corporation") hereby incorporates by reference into this Registration Statement the information contained in the Corporation's earlier Registration Statement, File No. 333-88049, relating to the Kennametal Thrift Plus Plan (f/k/a the Kennametal Thrift Plan) and the Kennametal Retirement Income Savings Plan (f/k/a the Greenfield Industries, Inc. Retirement Income Savings Plan), except Item 8 shall read in its entirety as set forth below and item 3(d) of the earlier Registration Statement shall not be incorporated by reference into this Registration Statement.

ITEM 8. EXHIBITS

The following is a list of exhibits filed as part of this Registration Statement, which are incorporated herein:

- 4.01 Rights Agreement, effective as of November 2, 2000 (incorporated by reference to Exhibit 1 of Form 8-A filed on October 10, 2000)
 - 4.02 First Amendment to Rights Agreement, made and entered into as of October 6, 2004 (incorporated by reference to Exhibit 4.1 of Form 8-K filed on October 6, 2004)
 - 5.01 Opinion of Buchanan Ingersoll PC
 - 5.02 Internal Revenue Service Determination Letter with respect to the Kennametal Thrift Plus Plan
 - 5.03 Internal Revenue Service Determination Letter with respect to the Kennametal Retirement Income Savings Plan
 - 23.01 Consent of Independent Registered Public Accounting Firm
 - 23.02 Consent of Buchanan Ingersoll PC (contained in opinion filed as Exhibit 5.01 hereto)
 - 24.01 Powers of Attorney (contained herein on the signature page)
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Unity Township, Westmoreland County, Commonwealth of Pennsylvania, on this 10th day of May, 2005.

KENNAMETAL INC.

By: /s/ David W. Greenfield
David W. Greenfield
Vice President, Secretary and General Counsel

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Markos I. Tambakeras and David W. Greenfield, and each of them, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and revocation, for such person and in such person's name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments to this Registration Statement) and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agent or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on this 10th day of May, 2005.

<u>Signature</u>	<u>Capacity</u>
<u>/s/ Markos I. Tambakeras</u> Markos I. Tambakeras	Chairman, President and Chief Executive Officer
<u>/s/ Cathy R. Smith</u> Cathy R. Smith	Executive Vice President and Chief Financial Officer
<u>/s/ Timothy A. Hibbard</u> Timothy A. Hibbard	Corporate Controller and Chief Accounting Officer
<u>/s/ Peter B. Bartlett</u> Peter B. Bartlett	Director

<u>/s/ Ronald M. DeFeo</u> Ronald M. DeFeo	Director
<u>/s/ A. Peter Held</u> A. Peter Held	Director
<u>/s/ Timothy R. McLevish</u> Timothy R. McLevish	Director
<u>/s/ William R. Newlin</u> William R. Newlin	Director
<u>/s/ Lawrence W. Stranghoener</u> Lawrence W. Stranghoener	Director
<u>/s/ Larry D. Yost</u> Larry D. Yost	Director

THE PLANS. Pursuant to the requirements of the Securities Act of 1933, the plan administrator of the Kennametal Thrift Plus Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Unity Township, Westmoreland County, Commonwealth of Pennsylvania on the 10th day of May, 2005.

KENNAMETAL THRIFT PLUS PLAN

By: /s/ Veronica McDonough
Veronica McDonough, Plan Administrator

Pursuant to the requirements of the Securities Act of 1933, the plan administrator of the Kennametal Retirement Income Savings Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Unity Township, Westmoreland County, Commonwealth of Pennsylvania on the 10th day of May, 2005.

KENNAMETAL RETIREMENT INCOME SAVINGS
PLAN

By: /s/ Veronica McDonough
Veronica McDonough, Plan Administrator

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
4.01	Rights Agreement, effective as of November 2, 2000 (incorporated by reference to Exhibit 1 of Form 8-A filed on October 10, 2000)
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5.01	Opinion of Buchanan Ingersoll PC
5.02	Internal Revenue Service Determination Letter with respect to the Kennametal Thrift Plus Plan
5.03	Internal Revenue Service Determination Letter with respect to the Kennametal Retirement Income Savings Plan
23.01	Consent of Independent Registered Public Accounting Firm
23.02	Consent of Buchanan Ingersoll PC (contained in opinion filed as Exhibit 5.01 hereto)
24.01	Powers of Attorney (contained herein on the signature page)

May 10, 2005

Board of Directors
Kennametal Inc.
1600 Technology Way
P.O. Box 231
Latrobe, PA 15650

Gentlemen:

We have acted as counsel to Kennametal Inc., a Pennsylvania corporation (the "Corporation"), in connection with the proposed issuance by the Corporation of an additional 1,000,000 shares (the "Shares") of the Corporation's capital stock, par value \$1.25 per share, pursuant to the terms of the Kennametal Thrift Plus Plan (f/k/a the Kennametal Thrift Plan) and the Kennametal Retirement Income Savings Plan (f/k/a the Greenfield Industries, Inc. Retirement Income Savings Plan), each as amended (the "Plans").

In connection with such proposed issuance, we have examined the Plans, the Amended and Restated Articles of Incorporation of the Corporation, as amended, the By-Laws of the Corporation, as amended, the relevant corporate proceedings of the Corporation, the registration statement on Form S-8 covering the issuance of the Shares, and such other documents, records, certificates of public officials, statutes and decisions as we consider necessary to express the opinions contained herein. In the examination of such documents, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to those original documents of all documents submitted to us as certified or photostatic copies.

Based on the foregoing, we are of the opinion that when the Shares have been duly issued and delivered pursuant to the terms of the Plans, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

BUCHANAN INGERSOLL PC

By: /s/ Ronald Basso

Ronald Basso

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

Date: April 22, 2003

KENNAMETAL INC
C/O ROBERT A JOHNSON
BUCHANAN INGERSOLL PC
301 GRANT ST 20TH FLR
PITTSBURGH, PA 15219-0000

DEPARTMENT OF THE TREASURY

Employer Identification Number:
25-0900168

DLN:
17007071906022

Person to Contact:
HONG NGUYEN ID# 75906

Contact Telephone Number:
(877) 829-5500

Plan Name:
KENNAMETAL THRIFT PLAN

Plan Number: 002

Dear Applicant:

We have made a favorable determination on the plan identified above based on the information you have supplied. Please keep this letter, the application forms submitted to request this letter and all correspondence with the Internal Revenue Service regarding your application for a determination letter in your permanent records. You must retain this information to preserve your reliance on this letter.

Continued qualification of the plan under its present form will depend on its effect in operation. See section 1.401-1(b)(3) of the Income Tax Regulations. We will review the status of the plan in operation periodically.

The enclosed Publication 794 explains the significance and the scope of this favorable determination letter based on the determination requests selected on your application forms. Publication 794 describes the information that must be retained to have reliance on this favorable determination letter. The publication also provide examples of the effect of a plan's operation on its qualified status and discusses the reporting requirements for qualified plans. Please read Publication 794.

This letter relates only to the status of your plan under the Internal Revenue Code. It is not a determination regarding the effect of other federal or local statutes.

This determination is subject to your adoption of the proposed amendments submitted in your letter dated February 27, 2002. The proposed amendments should be adopted on or before the date prescribed by the regulations under Code section 401(b).

This letter considers the changes in qualification requirements made by the Uruguay Round Agreements Act, Pub. L. 103-465, the Small Business Job Protection

KENNAMETAL INC

Act of 1996, Pub. L. 104-188, the Uniformed Services Employment and Reemployment Rights Act of 1994, Pub. L. 103-353, the Taxpayer Relief Act of 1997, Pub. L. 105-34, the Internal Revenue Service Restructuring and Reform Act of 1998, Pub. L. 105-206, and the Community Renewal Tax Relief Act of 2000, Pub. L. 106-554.

This letter may not be relied on with respect to whether the plan satisfies the requirements of section 401(a) of the Code, as amended by the Economic Growth and Tax Relief Reconciliation Act of 2001, Pub L. 107-16.

The requirement for employee benefits plans to file summary plan descriptions (SPD) with the U.S. Department of Labor was eliminated effective August 5, 1997. For more details, call 1-800-998-7542 for a free copy of the SPD card.

We have sent a copy of this letter to your representative as indicated in the power of attorney.

If you have questions concerning this matter, please contact the person whose name and telephone number are shown above.

Sincerely yours,

/s/ Paul T. Schultz

Paul T. Shultz

Director,
Employee Plans Rulings & Agreements

Enclosures:
Publication 794

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

Date: March 10, 2003

GREENFIELD INDUSTRIES INC
C/O ROBERT A JOHNSON
BUCHANAN INGERSOLL PC
301 GRANT ST 20TH FLR
PITTSBURGH, PA 15219-0000

DEPARTMENT OF THE TREASURY

Employer Identification Number:
04-2917072

DLN:
17007067159012

Person to Contact:
GEORGE DOWNSID # 75882

Contact Telephone Number:
(877) 829-5500

Plan Name:
GREENFIELD INDUSTRIES INC
RETIREMENT INCOME SAVINGS PLAN

Plan Number: 001

Dear Applicant:

We have made a favorable determination on the plan identified above based on the information you have supplied. Please keep this letter, the application forms submitted to request this letter and all correspondence with the Internal Revenue Service regarding your application for a determination letter in your permanent records. You must retain this information to preserve your reliance on this letter.

Continued qualification of the plan under its present form will depend on its effect in operation. See section 1.401-1(b)(3) of the Income Tax Regulations. We will review the status of the plan in operation periodically.

The enclosed Publication 794 explains the significance and the scope of this favorable determination letter based on the determination requests selected on your application forms. Publication 794 describes the information that must be retained to have reliance on this favorable determination letter. The publication also provide examples of the effect of a plan's operation on its qualified status and discusses the reporting requirements for qualified plans. Please read Publication 794.

This letter relates only to the status of your plan under the Internal Revenue Code. It is not a determination regarding the effect of other federal or local statutes.

This determination is subject to your adoption of the proposed amendments submitted in your letter dated 03/06/03. The proposed amendments should be adopted on or before the date prescribed by the regulations under Code section 401(b).

GREENFIELD INDUSTRIES INC

This determination letter is applicable for the amendment(s) executed on 9/9/1999.

This plan satisfies the requirements of Code section 4975(e)(7).

This letter considers the changes in qualification requirements made by the Uruguay Round Agreements Act, Pub. L. 103-465, the Small Business Job Protection Act of 1996, Pub. L. 104-188, the Uniformed Services Employment and Reemployment Rights Act of 1994, Pub. L. 103-353, the Taxpayer Relief Act of 1997, Pub. L. 105-34, the Internal Revenue Service Restructuring and Reform Act of 1998, Pub. L. 105-206, and the Community Renewal Tax Relief Act of 2000, Pub. L. 106-554.

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We have sent a copy of this letter to your representative as indicated in the power of attorney.

If you have questions concerning this matter, please contact the person whose name and telephone number are shown above.

Sincerely yours,

/s/ Paul T. Schultz

Paul T. Shultz

Director,
Employee Plans Rulings & Agreements

Enclosures:
Publication 794

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated August 16, 2004 relating to the financial statements and financial statement schedule of Kennametal Inc., which appear in Kennametal Inc.'s Annual Report on Form 10-K for the year ended June 30, 2004.

We also consent to the incorporation by reference in this Registration Statement of our reports dated June 25, 2004 relating to the financial statements, which appear in the Annual Reports of the Kennametal Thrift Plus Plan (formerly known as the Kennametal Thrift Plan) and the Kennametal Retirement Income Savings Plan (formerly known as the Greenfield Industries, Inc. Retirement Income Savings Plan) on Form 11-K for the year ended December 31, 2003.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Pittsburgh, Pennsylvania
May 10, 2005