## FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

| Washington, | D.C. | 20549 |  |
|-------------|------|-------|--|
|-------------|------|-------|--|

| CTATEMENT OF CHANCES IN DENETICIAL OWNED |      |
|--|------|
| STATEMENT OF CHANGES IN BENEFICIAL OWNER | SHIP |

| OMB APPR                 | OVAL      |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |  |
| hours per response:      | 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 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* STRANGHOENER LAWRENCE W   |   |                 |   |  |  |  |                    |      |   |   |  |  |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |   |  |  |  |  |
|--|---|-----------------|---|--|--|--|--------------------|------|---|---|--|--|---|---|---|--|--|--|--|
| STRANGHUENER LAWRENCE W  |   |                 |   |  |  |  |                    |      |   |   |  | X  | Director                                      |   |   | 10% Ow   | ner                                      |  |  |
| (Last)   | (NT FINA  | First)<br>NCIAL | (Middle)  |  |  | Date of Earliest Transaction (Month/Day/Year)<br>./22/2004   |                    |      |   |   |  | Officer (g<br>below)   | give title                                    |   | Other (sp<br>below)                                 | pecify   |  |  |  |
| 625 FOURTH AVENUE SOUTH  |   |                 | L   |  |  |  |                    |      |   |   |  |  |   |   |   |  |  |  |  |
|  |   |                 |   | 4  | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  |                    |      |   |   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                |   |   |   |  |  |  |  |
| (Street)   |   |                 |   |  |  |  |                    |      |   |   |  |  |   | X   | Form file   | ed by One  | Repor                                    | ting Person  |  |
| MINNEAPOLIS MN 55415-1624  |   |                 |   |  |  |  |                    |      |   |   |  |  |   | Form filed by More than One Reporting Person                            |   |  |  | ng   |  |
| (City)   | (   | State)          | (Zip)   |  |  |  |                    |      |   |   |  |  |   |   |   |  |  |  |  |
|  |   | Ta              | able I - Non-D  | erivat   | ive S  | ecurities  | s Ac               | quir | red, Di   | ispo  | osed o   | of, or B   | enef  | icially   | Owned   |  |  |  |  |
| Date   |   |                 |   | 2A. Deemed<br>Execution Date<br>if any<br>(Month/Day/Yea |  | ,   T  | Transaction Dispos |      | 4. Securi<br>Disposed   | rities Acquired (A) o<br>ed Of (D) (Instr. 3, 4 |  | a) or<br>4 and 5)  | I and 5) Securities<br>Beneficial<br>Owned Fo |   | Form:   | Direct Indirect Etr. 4)  | . Nature of ndirect seneficial ownership |  |  |
|  |   |                 |   |  |  | С  | Code V Amount      |      | (A) or (D) Price  |   | Reported<br>Transaction(s)<br>(Instr. 3 and 4) |  |   |   | nstr. 4)  |  |  |  |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |                 |   |  |  |  |                    |      |   |   |  |  |   |   |   |  |  |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security |                 | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Code (Instr.   |  | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D) (Instr. 3,<br>4 and 5) |                    | Expi | 6. Date Exercisable at<br>Expiration Date<br>(Month/Day/Year) |   |  | 7. Title and Amo<br>Securities Unde<br>Derivative Secu<br>(Instr. 3 and 4) |   | erlying   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) |  | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |   |                 |   | Code   | v  | (A)  |                    |      |   |   | oiration<br>te                                 | Title  | Amo<br>Num<br>Shar                            |   |   | (Instr. 4)   |  |  |  |
| Stock<br>Credits   | (1)   | 11/22/2004      |   | A  |  | 219.3116   |                    |      | (2)   |   | (2)  | Common<br>Stock  | 21  | 9.3116  | \$49.245  | 2,063.50   | )25 <sup>(3)</sup>                       | D  |  |

## **Explanation of Responses:**

- 1. 1-for-1
- 2. The stock credits become payable in common stock: (i) in the event of a change of control of the company; or (ii) on the date that the reporting person ceases (other than by reason of death) to be an director ("retirement"), unless the reporting person has elected to receive the common stock represented by the stock credits following retirement.
- 3. Includes 6.3444 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.

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

11/23/2004

\*\* 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.