

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>BARTLETT PETER B</u> (Last) (First) (Middle) <u>BROWN BROTHERS HARRIMAN & CO.</u> <u>140 BROADWAY</u> (Street) <u>NEW YORK NY 10005</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KENNAMETAL INC [KMT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/25/2003</u>	

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			

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
Stock Credits ⁽¹⁾	\$0	08/25/2003		A		354.914		(2)	(3)	Common Stock	354.914	\$39.115	354.914	D	

Explanation of Responses:

- The number of securities reported in Column 9 includes 99.2576 of stock credits acquired pursuant to a dividend reinvestment feature of the Kennametal Inc. Directors Stock Incentive Plan, the terms of which are substantially similar to the Dividend Reinvestment Plan available to Kennametal's shareholders (exempt pursuant to Rule 16a-11 of the Securities Exchange Act of 1934). Please note that this footnote is included in Column 1 because the third party software currently employed does not support footnotes to Column 9.
- Under the Kennametal Inc. Directors Stock Incentive Plan ("Plan"); (i) Capital Stock shall be substituted for the Stock Credits (a) in the event of any actual or threatened change in control of the company, or (b) as soon as practicable, following the date that such non-employee director ceases (other than by reason of death) to be a non-employee director ("retirement"); (ii) a non-employee director may elect to receive the Capital Stock represented by the Stock Credits in monthly or annual installments following retirement; and (c) in the event of the death of the non-employee director, the Stock Credit account to which he or she was entitled shall be converted to cash and distributed in a lump sum to such person(s) or the survivors thereof.
- Under the Kennametal Inc. Directors Stock Incentive Plan ("Plan"); (i) Capital Stock shall be substituted for the Stock Credits (a) in the event of any actual or threatened change in control of the company, or (b) as soon as practicable, following the date that such non-employee director ceases (other than by reason of death) to be a non-employee director ("retirement"); (ii) a non-employee director may elect to receive the Capital Stock represented by the Stock Credits in monthly or annual installments following retirement; and (c) in the event of the death of the non-employee director, the Stock Credit account to which he or she was entitled shall be converted to cash and distributed in a lump sum to such person(s) or the survivors thereof.

By: David W. Greenfield For: Peter B. Bartlett 08/26/2003

** 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.