SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MORRISON JAMES E	KENNAMETAL INC [KMT]	

MORRISON JAMES E

| (Last) | (First) | (Middle) |

1600 TECHNOLOGY WAY

P.O. BOX 231

(Street)

| LATROBE | PA | 15650 |

| (City) | (State) | (Zip) |

2. Issuer Name **and** Ticker or Trading Symbol: **KENNAMETAL INC** [**KMT**]

3. Date of Earliest Transaction (Month/Day/Year): 01/27/2006

4. If Amendment, Date of Original Filed (Month/Day/Year):

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

- Director
- 10% Owner
- X Officer (give title below)
- Other (specify below)

Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)

- X Form filed by One Reporting Person
- Form filed by More than One Reporting Person

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			
Common Stock	01/27/2006		M		550	A	$31.6875	18,563.7385	D	
Common Stock	01/27/2006		M		667	A	$32.17	19,230.7385	D	
Common Stock	01/27/2006		M		2,152	A	$29.805	21,382.7385	D	
Common Stock	01/27/2006		M		2,362	A	$29.805	23,744.7385	D	
Common Stock	01/27/2006		S		5,731	D	$58.0634	18,013.7385[1]	D	

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	Amount or Number of Shares				
Incentive Stock Option (right to buy)	$29.805	01/27/2006		M			2,152	08/26/2004	07/22/2012	Common Stock	2,152	$0	0	D	
Non-Qualified Stock Option (right to buy)	$29.805	01/27/2006		M			2,362	08/26/2004	07/22/2012	Common Stock	2,362	$0	486	D	
Non-Qualified Stock Option (right to buy)	$31.6875	01/27/2006		M			550	07/30/2001	07/29/2008	Common Stock	550	$0	0	D	
Non-Qualified Stock Option (right to buy)	$32.17	01/27/2006		M			667	07/17/2003	07/16/2012	Common Stock	667	$0	0	D	

Explanation of Responses:

1. Includes .739 shares acquired pursuant to tax-conditioned plans (exempt under Rule 16b-3(c)).

By: David W. Greenfield For: James E. Morrison

01/30/2006

** Signature of Reporting Person   Date