

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

KENNAMETAL INC.

(Exact name of Registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction
of incorporation or
organization)**25-0900168**
(I.R.S. Employer
Identification Number)**World Headquarters**
1600 Technology Way
P.O. Box 231
Latrobe, Pennsylvania
(Address of Principal Executive Offices)**15650**
(Zip Code)**KENNAMETAL INC.**
STOCK AND INCENTIVE PLAN OF 2002
(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, including area code, of agent for service)

Copy to:

Ronald Basso
Buchanan Ingersoll & Rooney PC
One Oxford Centre
301 Grant Street, 20th Floor
Pittsburgh, Pennsylvania 15219-1410
(412) 562-8800

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Capital Stock(1), par value \$1.25 per share	1,500,000	\$22.26(2)	\$33,390,000(2)	\$1,312.23(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 October 21, 2008.
- (3) Calculated pursuant to Section 6(b) of the Securities Act of 1933.
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TABLE OF CONTENTS

[INCORPORATION OF PRIOR REGISTRATION STATEMENTS BY REFERENCE](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)

[EX-5.1](#)

[EX-23.1](#)

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 Statements: File No. 333-142727; File No. 333-120314; and File No. 333-100867, each relating to the Corporation's Stock and Incentive Plan of 2002; provided, however, that with respect to Part II, Item 5 therein, Mr. William R. Newlin is no longer the Managing Director or a shareholder of Buchanan Ingersoll & Rooney PC.

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 Latrobe, Pennsylvania, on October 23, 2008.

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 Carlos M. Cardoso 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 hereof.

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 23rd day of October, 2008.

<u>Signature</u>	<u>Capacity</u>
<u>/s/ Carlos M. Cardoso</u> Carlos M. Cardoso	Chairman, President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Frank P. Simpkins</u> Frank P. Simpkins	Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Wayne D. Moser</u> Wayne D. Moser	Vice President Finance and Corporate Controller (Principal Accounting Officer)
<u>/s/ Ronald M. DeFeo</u> Ronald M. DeFeo	Director
<u>/s/ Philip A. Dur</u> Philip A. Dur	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/ Steven H. Wunning</u> Steven H. Wunning	Director
<u>/s/ Larry D. Yost</u> Larry D. Yost	Director

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)
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 & Rooney PC
10.01	Stock and Incentive Plan of 2002, as amended (incorporated by reference to Appendix A of the Corporation's Definitive Proxy Statement filed on September 8, 2008)
23.01	Consent of Independent Registered Public Accounting Firm
23.02	Consent of Buchanan Ingersoll & Rooney PC (contained in opinion filed as Exhibit 5.01 hereto)
24.01	Powers of Attorney (contained herein on the signature page)

October 23, 2008

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 1,500,000 shares (the "Shares") of the Corporation's capital stock, par value \$1.25 per share, pursuant to the terms of the Kennametal Inc. Stock and Incentive Plan of 2002, as amended (the "Plan").

In connection with such proposed issuance, we have examined the Plan, 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 (the "Registration Statement"), 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 Plan, 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. It is understood that this opinion is to be used only in connection with the sale of the Shares while the Registration Statement is in effect.

Very Truly Yours,

BUCHANAN INGERSOLL & ROONEY PC

By: /s/ Ronald Basso
Ronald Basso

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 report dated August 13, 2008 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Kennametal Inc.'s Annual Report on Form 10-K for the year ended June 30, 2008.

/s/ PricewaterhouseCoopers LLP
Pittsburgh, Pennsylvania
October 23, 2008