UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED DECEMBER 31, 2010

Commission file number 1-5318

KENNAMETAL INC.
(Exact name of registrant as specified in its charter)

Pennsylvania	**25-0900168**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

World Headquarters **1600 Technology Way** **P.O. Box 231** **Latrobe, Pennsylvania**	**15650-0231**
(Address of principal executive offices)	(Zip Code)

Website: **www.kennametal.com**

Registrant’s telephone number, including area code: **(724) 539-5000**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ☒ NO o

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 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 o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES o NO ☒

Indicate the number of shares outstanding of each of the issuer’s classes of capital stock, as of the latest practicable date.

Title of Each Class	Outstanding at January 31, 2011
Capital Stock, par value $1.25 per share	82,151,690

KENNAMETAL INC.
FORM 10-Q
FOR THE THREE AND SIX MONTHS ENDED DECEMBER 31, 2010

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FORWARD-LOOKING INFORMATION

This Form 10-Q contains "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are statements that do not relate strictly to historical or current facts. You can identify forward-looking statements by the fact they use words such as "should," "anticipate," "estimate," "approximate," "expect," "may," "will," "project," "intend," "plan," "believe" and other words of similar meaning and expression in connection with any discussion of future operating or financial performance or events. Forward-looking statements in this Form 10-Q may concern, among other things, Kennametal's expectations regarding our strategy, goals, plans and projections regarding our financial position, liquidity and capital resources, results of operations, market position, and product development, all of which are based on current estimates that involve inherent risks and uncertainties. Among the factors that could cause the actual results to differ materially from those indicated in the forward-looking statements are risks and uncertainties related to: prolonged economic recession; restructuring and related actions (including associated costs and anticipated benefits); availability and cost of the raw materials we use to manufacture our products; our foreign operations and international markets, such as currency exchange rates, different regulatory environments, trade barriers, exchange controls, and social and political instability; changes in the regulatory environment in which we operate, including environmental, health and safety regulations; our ability to protect and defend our intellectual property; competition; our ability to retain our management and employees; demands on management resources; successful completion of information systems upgrades, including our enterprise system software; potential claims relating to our products; integrating acquisitions and achieving the expected savings and synergies; business divestitures; global or regional catastrophic events; energy costs; commodity prices; labor relations; demand for and market acceptance of new and existing products; implementation of environmental remediation matters; and implementation of a new segment structure. Should one or more of these risks or uncertainties materialize, or should the assumptions underlying the forward-looking statements prove incorrect, actual outcomes could vary materially from those indicated. These and other risks are more fully described in the "Risk Factors" Section of our Annual Report on Form 10-K and in our other periodic filings with the Securities and Exchange Commission. We undertake no obligation to release publicly any revisions to forward-looking statements as a result of future events or developments.

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

KENNAMETAL INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

(in thousands, except per share amounts)	Three Months Ended December 31, 2010	Three Months Ended December 31, 2009	Six Months Ended December 31, 2010	Six Months Ended December 31, 2009
Sales	$ 565,768	$ 442,865	$ 1,094,926	$ 852,260
Cost of goods sold	365,743	302,777	706,161	594,371
Gross profit	200,025	140,088	388,765	257,889
Operating expense	132,105	117,902	257,125	234,064
Restructuring charges (Note 7)	3,391	3,348	6,651	11,178
Amortization of intangibles	2,912	3,367	5,860	6,707
Operating income	61,617	15,471	119,129	5,940
Interest expense	5,564	5,954	11,527	12,325
Other (income) expense, net	(253)	(1,866)	1,658	(4,818)
Income (loss) from continuing operations before income taxes	56,306	11,383	105,944	(1,567)
Provision (benefit) for income taxes	12,016	5,090	25,698	(39)
Income (loss) from continuing operations	44,290	6,293	80,246	(1,528)
Loss from discontinued operations (Note 8)	-	(56)	-	(1,423)
Net income (loss)	44,290	6,237	80,246	(2,951)
Less: Net income attributable to noncontrolling interests	821	270	1,856	899
Net income (loss) attributable to Kennametal	$ 43,469	$ 5,967	$ 78,390	$ (3,850)
Amounts attributable to Kennametal Shareowners:				
Income (loss) from continuing operations	$ 43,469	$ 6,023	$ 78,390	$ (2,427)
Loss from discontinued operations	-	(56)	-	(1,423)
Net income (loss)	$ 43,469	$ 5,967	$ 78,390	$ (3,850)
PER SHARE DATA ATTRIBUTABLE TO KENNAMETAL SHAREOWNERS				
Basic earnings (loss) per share:				
Continuing operations	$ 0.53	$ 0.07	$ 0.95	$ (0.03)
Discontinued operations	-	-	-	(0.02)
	$ 0.53	$ 0.07	$ 0.95	$ (0.05)
Diluted earnings (loss) per share:				
Continuing operations	$ 0.52	$ 0.07	$ 0.94	$ (0.03)
Discontinued operations	-	-	-	(0.02)
	$ 0.52	$ 0.07	$ 0.94	$ (0.05)
Dividends per share	$ 0.12	$ 0.12	$ 0.24	$ 0.24
Basic weighted average shares outstanding	82,186	81,149	82,146	80,461
Diluted weighted average shares outstanding	83,337	81,855	83,012	80,461

The accompanying notes are an integral part of these condensed consolidated financial statements.

KENNAMETAL INC.
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(in thousands, except per share data)	December 31, 2010	June 30, 2010
ASSETS		
Current assets:		
Cash and cash equivalents	$ 147,157	$ 118,129
Accounts receivable, less allowance for doubtful accounts of $23,664 and $24,789	340,531	326,699
Inventories (Note 11)	425,957	364,268
Deferred income taxes	63,863	62,083
Other current assets	47,625	44,752
Total current assets	1,025,133	915,931
Property, plant and equipment:		
Land and buildings	359,943	341,748
Machinery and equipment	1,328,627	1,281,872
Less accumulated depreciation	(1,022,791)	(959,085)
Property, plant and equipment, net	665,779	664,535
Other assets:		
Investments in affiliated companies	1,826	2,251
Goodwill (Note 18)	500,790	489,443
Other intangible assets, less accumulated amortization of $71,213 and $63,343 (Note 18)	153,917	155,306
Deferred income taxes	11,815	11,827
Other	35,733	28,530
Total other assets	704,081	687,357
Total assets	$ 2,394,993	$ 2,267,823
LIABILITIES		
Current liabilities:		
Current maturities of long-term debt and capital leases (Note 12)	$ 900	$ 3,539
Notes payable to banks	3,336	19,454
Accounts payable	116,849	125,360
Accrued income taxes	13,265	17,857
Accrued expenses	81,134	73,989
Other current liabilities (Note 7)	154,435	152,806
Total current liabilities	369,919	393,005
Long-term debt and capital leases, less current maturities (Note 12)	312,143	314,675
Deferred income taxes	64,933	63,266
Accrued pension and postretirement benefits	139,679	129,701
Accrued income taxes	5,648	5,193
Other liabilities	26,244	28,540
Total liabilities	918,566	934,380
Commitments and contingencies		
EQUITY (Note 16)		
Kennametal Shareowners' Equity:		
Preferred stock, no par value; 5,000 shares authorized; none issued	-	-
Capital stock, $1.25 par value; 120,000 shares authorized; 82,003 and 81,903 shares issued	102,503	102,379
Additional paid-in capital	503,663	492,454
Retained earnings	851,909	793,448
Accumulated other comprehensive loss	(2,607)	(72,781)
Total Kennametal Shareowners' Equity	1,455,468	1,315,500
Noncontrolling interests	20,959	17,943
Total equity	1,476,427	1,333,443
Total liabilities and equity	$ 2,394,993	$ 2,267,823

The accompanying notes are an integral part of these condensed consolidated financial statements.

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KENNAMETAL INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW (UNAUDITED)

Six months ended December 31 (in thousands)	2010	2009 (1)
OPERATING ACTIVITIES		
Net income (loss)	$ 80,246	$ (2,951)
Adjustments for non-cash items:		
Depreciation	39,883	40,770
Amortization	5,860	6,707
Stock-based compensation expense	12,591	8,551
Restructuring charges	1,622	62
Loss on divestitures	-	527
Deferred income tax provision	505	(877)
Other	771	(147)
Changes in certain assets and liabilities, excluding effects of acquisitions and divestitures:		
Accounts receivable	1,600	11,985
Inventories	(45,089)	8,446
Accounts payable and accrued liabilities	(21,163)	(20,572)
Accrued income taxes	(3,993)	(6,300)
Other	(5,432)	7,230
Net cash flow provided by operating activities	67,401	53,431
INVESTING ACTIVITIES		
Purchases of property, plant and equipment	(21,150)	(19,266)
Disposals of property, plant and equipment	7,451	1,659
Proceeds from divestitures (Note 8)	-	27,788
Other	1,138	343
Net cash flow (used for) provided by investing activities	(12,561)	10,524
FINANCING ACTIVITIES		
Net decrease in notes payable	(16,139)	(11,248)
Net decrease in short-term revolving and other lines of credit	-	(18,400)
Term debt borrowings	255,055	254,779
Term debt repayments	(256,564)	(370,261)
Purchase of capital stock	(10,275)	(146)
Net proceeds from equity offering	-	120,696
Dividend reinvestment and the effect of employee benefit and stock plans	10,186	3,789
Cash dividends paid to shareowners	(19,929)	(19,572)
Other	(1,489)	(2,481)
Net cash flow used for financing activities	(39,155)	(42,844)
Effect of exchange rate changes on cash and cash equivalents	13,343	4,901
CASH AND CASH EQUIVALENTS		
Net increase in cash and cash equivalents	29,028	26,012
Cash and cash equivalents, beginning of period	118,129	69,823
Cash and cash equivalents, end of period	$ 147,157	$ 95,835

The accompanying notes are an integral part of these condensed consolidated financial statements.

(1) Amounts presented include cash flows from discontinued operations.

KENNAMETAL INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. ORGANIZATION

Kennametal Inc. was incorporated in Pennsylvania in 1943. Kennametal Inc. and its subsidiaries (collectively, Kennametal or the Company) are a leading global manufacturer and supplier of tooling, engineered components and advanced materials consumed in production processes. We believe that our reputation for manufacturing excellence, as well as our technological expertise and innovation in our principle products, has helped us to achieve a leading market presence in our primary markets. End users of our products include metalworking manufacturers and suppliers across a diverse array of industries including the aerospace, defense, transportation, machine tool, light machinery and heavy machinery industries, as well as manufacturers, producers and suppliers in a number of other industries including coal mining, highway construction, quarrying, oil and gas exploration and production industries. Our end users' products and services include everything from airframes to coal, engines to oil wells and turbochargers to construction. We operate two global business units consisting of Industrial and Infrastructure.

2. BASIS OF PRESENTATION

The condensed consolidated financial statements, which include our accounts and those of our majority-owned subsidiaries, should be read in conjunction with our 2010 Annual Report on Form 10-K. The condensed consolidated balance sheet as of June 30, 2010 was derived from the audited balance sheet included in our 2010 Annual Report on Form 10-K. These interim statements are unaudited; however, we believe that all adjustments necessary for a fair statement of the results of the interim periods were made and all adjustments are normal, recurring adjustments. The results for the six months ended December 31, 2010 and 2009 are not necessarily indicative of the results to be expected for a full fiscal year. Unless otherwise specified, any reference to a "year" is to a fiscal year ended June 30. For example, a reference to 2011 is to the fiscal year ending June 30, 2011. When used in this Form 10-Q, unless the context requires otherwise, the terms "we," "our" and "us" refer to Kennametal Inc. and its consolidated subsidiaries.

3. NEW ACCOUNTING STANDARDS

Issued

In December 2010, the FASB issued additional guidance on intangible impairment testing for reporting units with zero or negative carrying amounts. This guidance is effective for fiscal years and interim periods beginning after December 15, 2010. Kennametal adopted this guidance on January 1, 2011 and such adoption did not have a material impact on our condensed consolidated financial statements.

In December 2010, the FASB issued additional guidance on disclosures related to business combinations for a public entity that presents comparative financial statements. This guidance also expanded the supplemental pro forma business combination disclosures. This guidance is effective prospectively for business combinations for which the acquisition date is on or after the annual reporting period beginning December 15, 2010. Kennametal adopted this guidance on January 1, 2011 and such adoption did not have a material impact to our condensed consolidated financial statements.

Adopted

As of July 1, 2010, Kennametal adopted new guidance on consolidations for enterprises involved with variable interest entities. The guidance modifies how a company determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar) rights should be consolidated and clarifies that the determination of whether a company is required to consolidate a variable interest entity is based on, among other things, an entity's purpose and design and a company's ability to direct the activities of the entity that most significantly impact the entity's economic performance. This guidance requires an ongoing reassessment of whether a company is the primary beneficiary of a variable interest entity and also requires additional disclosures about a company's involvement in variable interest entities and any significant changes in risk exposure due to that involvement. The adoption of this guidance did not have a material impact on our condensed consolidated financial statements.

As of July 1, 2010, Kennametal adopted new guidance on accounting for transfers of financial assets. This guidance requires additional disclosure regarding transfers of financial assets, including securitization transactions, and where companies have continuing exposure to the risks related to transferred financial assets. The adoption of this guidance did not have a material impact on our condensed consolidated financial statements.

As of July 1, 2010, Kennametal adopted new guidance on revenue recognition for multiple-deliverable revenue arrangements. The guidance allows companies to allocate arrangement consideration in multiple deliverable arrangements in a manner that better reflects the transaction's economics and may result in earlier revenue recognition. In addition, the residual method of allocating arrangement consideration is no longer permitted. The adoption of this guidance did not have a material impact on our condensed consolidated financial statements.

4. SUPPLEMENTAL CASH FLOW DISCLOSURES

Six months ended December 31 (in thousands)		2010		2009
Cash paid during the period for:				
Interest	$	12,653	$	14,012
Income taxes		30,362		8,016
Supplemental disclosure of non-cash information:				
Contribution of capital stock to employees' defined contribution benefit plans		948		2,683

5. FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy consists of three levels to prioritize the inputs used in valuations, as defined below:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Inputs that are unobservable.

As of December 31, 2010, the fair values of the Company's financial assets and financial liabilities measured at fair value on a recurring basis are categorized as follows:

(in thousands)		Level 1		Level 2		Level 3		Total
Assets:								
Derivatives (1)	$	-	$	4,016	$	-	$	4,016
Total assets at fair value	$	-	$	4,016	$	-	$	4,016
Liabilities:								
Derivatives (1)	$	-	$	1,435	$	-	$	1,435
Total liabilities at fair value	$	-	$	1,435	$	-	$	1,435

As of June 30, 2010, the fair value of the Company's financial assets and financial liabilities measured at fair value on a recurring basis are categorized as follows:

(in thousands)		Level 1		Level 2		Level 3		Total
Assets:								
Derivatives (1)	$	-	$	43	$	-	$	43
Total assets at fair value	$	-	$	43	$	-	$	43
Liabilities:								
Derivatives (1)	$	-	$	3,453	$	-	$	3,453
Total liabilities at fair value	$	-	$	3,453	$	-	$	3,453

(1) Foreign currency derivative and interest rate swap contracts are valued based on observable market spot and forward rates and are classified within Level 2 of the fair value hierarchy.

6. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

As part of our financial risk management program, we use certain derivative financial instruments. We do not enter into derivative transactions for speculative purposes and therefore hold no derivative instruments for trading purposes. We use derivative financial instruments to provide predictability to the effects of changes in foreign exchange rates on our consolidated results and to achieve our targeted mix of fixed and floating interest rates on outstanding debt. We account for derivative instruments as a hedge of the related asset, liability, firm commitment or anticipated transaction when the derivative is specifically designated as a hedge of such items. Our objective in managing foreign exchange exposures with derivative instruments is to reduce volatility in cash flow, allowing us to focus more of our attention on business operations. With respect to interest rate management, these derivative instruments allow us to achieve our targeted fixed-to-floating interest rate mix as a separate decision from funding arrangements in the bank and public debt markets. We measure hedge effectiveness by assessing the changes in the fair value or expected future cash flows of the hedged item. The ineffective portions are recorded in other (income) expense, net.

The fair value of derivatives designated in the condensed consolidated balance sheet are as follows:

(in thousands)	December 31, 2010	June 30, 2010
Derivatives designated as hedging instruments		
Other current assets - range forward contracts	$ 363	$ 34
Other current liabilities - range forward contracts	(394)	(2)
Other assets - forward starting interest rate swap contracts	2,597	-
Other liabilities - forward starting interest rate swap contracts	(919)	(2,348)
Total derivatives designated as hedging instruments	1,647	(2,316)
Derivatives not designated as hedging instruments		
Other current assets - currency forward contracts	1,056	9
Other current liabilities - currency forward contracts	(122)	(1,103)
Total derivatives not designated as hedging instruments	934	(1,094)
Total derivatives	$ 2,581	$ (3,410)

Certain currency forward contracts hedging significant cross-border intercompany loans are considered as other derivatives and therefore do not qualify for hedge accounting. These contracts are recorded at fair value in the balance sheet, with the offset to other (income) expense, net. (Gains) losses related to derivatives not designated as hedging instruments have been recognized as follows:

	Three Months Ended December 31,		Six Months Ended December 31,	
(in thousands)	2010	2009	2010	2009
Other expense (income), net - currency forward contracts	$ 865	$ 9,742	$ (1,782)	$ 6,997

FAIR VALUE HEDGES

Fixed-to-floating interest rate swap contracts, designated as fair value hedges, are entered into from time to time to hedge our exposure to fair value fluctuations on a portion of our fixed rate debt. These interest rate swap contracts convert a portion of our fixed rate debt to floating rate debt. These contracts require periodic settlement and the difference between amounts to be received and paid under the interest rate swap contracts is recognized in interest expense. We had no such contracts outstanding at December 31, 2010 and June 30, 2010, respectively.

In February 2009, we terminated interest rate swap contracts to convert $200.0 million of our fixed rate debt to floating rate debt. These contracts were originally set to mature in June 2012. Upon termination, we received a cash payment of $13.2 million. This gain is being amortized as a component of interest expense over the remaining term of the related debt using the effective interest rate method. During the three and six months ended December 31, 2010, $1.4 million and $2.9 million respectively, were recognized as reductions in interest expense. During the three and six months ended December 31, 2009, $1.4 million and $2.8 million respectively, were recognized as reductions in interest expense.

CASH FLOW HEDGES

Currency forward contracts and range forward contracts (a transaction where both a put option is purchased and a call option is sold), designated as cash flow hedges, hedge anticipated cash flows from cross-border intercompany sales of products and services. Gains and losses realized on these contracts at maturity are recorded in accumulated other comprehensive loss, net of tax, and are recognized as a component of other (income) expense, net when the underlying sale of products or services are recognized into earnings. The notional amount of the contracts translated into U.S. dollars at December 31, 2010 and 2009, was $64.1 million and $29.2 million, respectively. The time value component of the fair value of range forwards is excluded from the assessment of hedge effectiveness. Assuming the market rates remain constant with the rates at December 31, 2010, we expect to recognize a loss of $0.2 million in the next 12 months on outstanding derivatives.

We enter into floating-to-fixed interest rate swap contracts, designated as cash flow hedges, from time to time to hedge our exposure to interest rate changes on a portion of our floating rate debt. These interest rate swap contracts convert a portion of our floating rate debt to fixed rate debt. We record the fair value of these contracts as an asset or a liability, as applicable, in the balance sheet, with the offset to accumulated other comprehensive loss, net of tax. At December 31, 2010 we had forward starting interest rate swap contracts outstanding for forecasted transactions that effectively converted a cumulative notional amount of $125 million from floating to fixed interest rates. As of December 31, 2010 we recorded a net asset of $1.7 million on these contracts which was recorded as an offset in other comprehensive income, net of tax. Over the next 12 months, assuming the market rates remain constant with the rates at December 31, 2010, we do not expect to recognize into earnings any significant gains or losses on outstanding derivatives. We had no such contracts outstanding at December 31, 2009.

(Gains) losses related to cash flow hedges have been recognized as follows:

	Three Months Ended December 31,		Six Months Ended December 31,	
(in thousands)	2010	2009	2010	2009
(Gains) losses recognized in other comprehensive loss - - range forward contracts	$ (326)	$ (75)	$ 169	$ 69
Losses (gains) reclassified from accumulated other comprehensive loss into other (income) expense, net - range forward contracts	$ 115	$ (102)	$ 140	$ (1,510)

No portion of the gains or losses recognized in earnings was due to ineffectiveness and no amounts were excluded from our effectiveness testing for the six months ended December 31, 2010 and 2009, respectively.

7. RESTRUCTURING CHARGES

We continued to implement restructuring plans to reduce costs and improve operating efficiencies. These actions taken during the six months ended December 31, 2010 related primarily to the rationalization of certain manufacturing facilities. Restructuring and related charges recorded during the six months ended December 31, 2010 amounted to $9.4 million, including $7.1 million of restructuring charges of which $0.5 million were related to inventory disposals and recorded in cost of goods sold. Restructuring-related charges of $1.5 million and $0.8 million were recorded in cost of goods sold and operating expense, respectively during the six months ended December 31, 2010.

Restructuring and related charges recorded during the six months ended December 31, 2009 amounted to $12.7 million, including $11.2 million of restructuring charges. Restructuring-related charges of $1.0 million and $0.5 million were recorded in cost of goods sold and operating expense, respectively, during the same period.

The combined total pre-tax charges are expected to be approximately $160 million to $165 million, which is expected to be approximately 70% Industrial and 30% Infrastructure. We expect the majority of these pre-tax charges to be severance charges. Total restructuring and related charges since inception of $138 million have been recorded through December 31, 2010: approximately $97 million in Industrial and approximately $41 million in Infrastructure. The remaining restructuring charges are expected to be completed within the next three to six months and are anticipated to be mostly cash expenditures.

The restructuring accrual is recorded in other current liabilities in our condensed consolidated balance sheet and the amount attributable to each segment is as follows:

(in thousands)	June 30, 2010	Expense	Asset Write-down	Cash Expenditures	Translation	December 31, 2010
Industrial						
Severance	$ 18,327	$ 2,175	$ -	$ (7,569)	$ 1,112	$ 14,045
Facilities	508	1,048	(1,048)	(378)	-	130
Other	403	1,377	-	(1,367)	37	450
Total Industrial	19,238	4,600	(1,048)	(9,314)	1,149	14,625
Infrastructure						
Severance	7,637	1,192	-	(4,147)	609	5,291
Facilities	211	574	(574)	(207)	-	4
Other	168	755	-	(749)	20	194
Total Infrastructure	8,016	2,521	(574)	(5,103)	629	5,489
Total	$ 27,254	$ 7,121	$ (1,622)	$ (14,417)	$ 1,778	$ 20,114

(in thousands)	June 30, 2009	Expense	Asset Write-down	Cash Expenditures	Translation	June 30, 2010
Industrial						
Severance	$ 18,378	$ 29,082	$ -	$ (28,086)	$ (1,047)	$ 18,327
Facilities	477	790	(604)	(142)	(13)	508
Other	176	1,393	-	(1,241)	75	403
Total Industrial	19,031	31,265	(604)	(29,469)	(985)	19,238
Infrastructure						
Severance	7,659	12,119	-	(11,704)	(437)	7,637
Facilities	199	329	(251)	(59)	(7)	211
Other	73	580	-	(517)	32	168
Total Infrastructure	7,931	13,028	(251)	(12,280)	(412)	8,016
Total	$ 26,962	$ 44,293	$ (855)	$ (41,749)	$ (1,397)	$ 27,254

See Note 19 for further discussion regarding the Company's segments.

8. DISCONTINUED OPERATIONS

On June 30, 2009, we completed the sale of our high speed steel drills and related product lines. This divestiture was accounted for as discontinued operations. Cash proceeds received from this divestiture amounted to $28.5 million of which $27.0 million was received during the six months ended December 31, 2009. We did not incur any pre-tax charges related to this divestiture during the three and six months ended December 31, 2010. We incurred pre-tax charges related to the divestiture of $0.1 million and $2.3 million during the three and six months ended December 31, 2009, respectively. We do not expect to incur any additional pre-tax charges related to this divestiture.

The following represents the results of discontinued operations:

(in thousands)	Three Months Ended December 31, 2009	Six Months Ended December 31, 2009
Sales	$ -	$ -
Loss from discontinued operations before income taxes	$ (59)	$ (2,269)
Income tax benefit	3	846
Loss from discontinued operations	$ (56)	$ (1,423)

9. STOCK-BASED COMPENSATION

On October 26, 2010, the Company's shareowners approved the Kennametal Inc., Stock and Incentive Plan of 2010 (the "2010 Plan"). The 2010 Plan authorizes the issuance of up to 3,500,000 shares of the Company's common stock plus the remaining shares from the 2002 Plan. Shares can be issued in the form of incentive stock options, non-statutory stock options, stock appreciation rights, performance share awards, performance unit awards, restricted stock awards, restricted unit awards and share awards.

Stock Options

The assumptions used in our Black-Scholes valuation related to grants made during the six months ended December 31, 2010 and 2009 were as follows:

	2010	2009
Risk-free interest rate	1.4%	2.3%
Expected life (years) (1)	4.5	4.5
Expected volatility (2)	47.0%	43.9%
Expected dividend yield	2.0%	1.8%

(1) Expected life is derived from historical experience.
(2) Expected volatility is based on the historical volatility of our stock.

Changes in our stock options for the six months ended December 31, 2010 were as follows:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Life (years)	Aggregate Intrinsic value (in thousands)
Options outstanding, June 30, 2010	3,582,075	$ 25.59		
Granted	545,987	27.01		
Exercised	(353,954)	21.01		
Lapsed and forfeited	(37,114)	27.59		
Options outstanding, December 31, 2010	3,736,994	$ 26.22	6.2	$ 49,478
Options vested and expected to vest, December 31, 2010	3,643,179	$ 26.24	6.2	$ 48,157
Options exercisable, December 31, 2010	2,223,253	$ 26.41	4.9	$ 29,023

During the six months ended December 31, 2010 and 2009, compensation expense related to stock options was $3.5 million and $3.0 million, respectively. As of December 31, 2010, the total unrecognized compensation cost related to options outstanding was $6.5 million and is expected to be recognized over a weighted average period of 2.6 years.

Weighted average fair value of options granted during the six months ended December 31, 2010 and 2009 was $9.22 and $7.28, respectively. Fair value of options vested during the six months ended December 31, 2010 and 2009 was $4.2 million and $4.0 million, respectively.

Tax benefits, relating to excess stock-based compensation deductions, are presented in the statement of cash flow as financing cash inflows. Tax benefits resulting from stock-based compensation deductions exceeded amounts reported for financial reporting purposes by $1.3 million for the six months ended December 31, 2010. Amounts reported for financial reporting purposes exceeded the tax benefit by $0.3 million for the six months ended December 31, 2009.

The amount of cash received from the exercise of capital stock options during the six months ended December 31, 2010 and 2009 was $7.0 million and $2.1 million, respectively. The related tax benefit for the six months ended December 31, 2010 and 2009 was $1.7 million and $0.2 million, respectively. The total intrinsic value of options exercised during the six months ended December 31, 2010 and 2009 was $4.8 million and $0.7 million, respectively.

Under the provisions of the 2010 Plan participants may deliver stock, owned by the holder for at least six months, in payment of the option price and receive credit for the fair market value of the shares on the date of delivery. The fair market value of shares delivered during the six months ended December 31, 2010 was $0.4 million. There were no such shares delivered during the six months ended December 31, 2009.

Restricted Stock Awards

Changes in our restricted stock awards for the six months ended December 31, 2010 were as follows:

	Shares		Weighted Average Fair Value
Unvested restricted stock awards, June 30, 2010	198,701	$	32.71
Vested	(84,783)		31.78
Forfeited	(753)		31.26
Unvested restricted stock awards, December 31, 2010	113,165	$	33.41

During the six months ended December 31, 2010 and 2009, compensation expense related to restricted stock awards was $1.2 million and $1.5 million, respectively. As of December 31, 2010, the total unrecognized compensation cost related to unvested restricted stock awards was $1.7 million and is expected to be recognized over a weighted average period of 1.3 years.

Restricted Stock Units – Time Vesting and Performance Vesting

Performance vesting restricted stock units (performance units) were granted to certain individuals. These performance units are earned pro rata each year if certain performance goals are met over a 3-year period, and are also subject to a service condition that requires the individual to be employed by the Company at the payment date after the 3-year performance period.

Changes in our time vesting and performance vesting restricted stock units for the six months ended December 31, 2010 were as follows:

	Performance Vesting Stock Units		Performance Vesting Weighted Average Fair Value	Time Vesting Stock Units		Time Vesting Weighted Average Fair Value
Unvested performance vesting and time vesting restricted stock units, June 30, 2010	-	$	-	546,713	$	24.29
Granted	134,807		26.89	525,250		26.93
Vested	-		-	(48,066)		21.56
Forfeited	-		-	(6,760)		26.14
Unvested performance vesting and time vesting restricted stock units, December 31, 2010	134,807	$	26.89	1,017,137	$	25.78

During the six months ended December 31, 2010 and 2009, compensation expense related to time vesting and performance vesting restricted stock units was $6.6 million and $1.1 million, respectively. As of December 31, 2010, the total unrecognized compensation cost related to unvested time vesting and performance vesting restricted stock units was $18.5 million and is expected to be recognized over a weighted average period of 2.8 years.

Restricted Stock Units – STEP

As of December 31, 2010, participating executives had been granted awards under the Kennametal Inc. 2008 Strategic Transformational Equity Program, under the 2002 Plan (STEP), equal to that number of restricted stock units having a value of $30.3 million. A further amount of $7.0 million remains available under the STEP for additional awards that could be made to other executives; however, the Company has decided that it will not make any further awards under the STEP. No new grants under the STEP were made in the six months ended December 31, 2010 and it is assumed that none of these units will vest. There are no voting rights or dividends associated with restricted stock units under the STEP.

Under the STEP, there are two interim measurement dates, September 30, 2009 and 2010, and a final measurement date, September 30, 2011, at which performance is assessed. Participants may earn up to a cumulative 35 percent of the maximum restricted stock units awarded if certain threshold levels of performance are achieved through the two interim measurement dates. The threshold level of performance for September 30, 2010 and 2009 were not achieved and no restricted stock units were earned under the STEP. Generally, the payment of any restricted stock units under the STEP is also conditioned upon the participants being employed by the Company on the date of distribution and the satisfaction of all other provisions of the STEP. As of December 31, 2010, no restricted stock units have been earned or paid under the STEP.

The unvested EPS performance-based STEP restricted stock units as of December 31, 2010 were 502,371 and the weighted average fair value was $35.54.

The unvested TSR performance-based STEP restricted stock units as of December 31, 2010 were 270,501 and the weighted average fair value was $8.35.

During the six months ended December 31, 2010 and 2009, compensation expense related to STEP restricted stock units was $0.3 million in both years. As of December 31, 2010, the total unrecognized compensation cost related to unvested STEP restricted stock units was $0.4 million and is expected to be recognized over a weighted average period of 0.8 years.

10. BENEFIT PLANS

We sponsor several defined benefit pension plans. Additionally, we provide varying levels of postretirement health care and life insurance benefits to some U.S. employees.

The table below summarizes the components of net periodic pension cost:

	Three Months Ended December 31,		Six Months Ended December 31,	
(in thousands)	2010	2009	2010	2009
Service cost	$ 1,909	$ 1,997	$ 3,822	$ 3,995
Interest cost	10,208	10,675	20,458	21,350
Expected return on plan assets	(12,027)	(11,591)	(24,073)	(23,164)
Amortization of transition obligation	12	14	26	29
Amortization of prior service credit	(70)	(70)	(141)	(140)
Special termination benefits	-	507	-	1,967
Settlement loss	270	-	533	-
Recognition of actuarial losses	3,064	1,128	6,132	2,251
Net periodic pension cost	$ 3,366	$ 2,660	$ 6,757	$ 6,288

The table below summarizes the components of the net periodic other postretirement benefit cost:

	Three Months Ended December 31,		Six Months Ended December 31,	
(in thousands)	2010	2009	2010	2009
Service cost	$ 19	$ 25	$ 38	$ 50
Interest cost	259	316	518	633
Amortization of prior service cost	-	2	-	4
Recognition of actuarial gains	(47)	(92)	(94)	(184)
Net periodic other postretirement benefit cost	$ 231	$ 251	$ 462	$ 503

11. INVENTORIES

We used the last-in, first-out (LIFO) method of valuing inventories for approximately 49 percent and 51 percent of total inventories at December 31, 2010 and June 30, 2010, respectively. Because inventory valuations under the LIFO method are based on an annual determination of quantities and costs as of June 30 of each year, the interim LIFO valuations are based on our projections of expected year-end inventory levels and costs. Therefore, the interim financial results are subject to any final year-end LIFO inventory adjustments.

Inventories consisted of the following:

(in thousands)	December 31, 2010	June 30, 2010
Finished goods	$ 261,854	$ 227,096
Work in process and powder blends	145,440	134,732
Raw materials and supplies	87,953	62,673
Inventories at current cost	495,247	424,501
Less: LIFO valuation	(69,290)	(60,233)
Total inventories	$ 425,957	$ 364,268

12. LONG-TERM DEBT AND CAPITAL LEASES

Long-term debt and capital lease obligations consist primarily of Senior Unsecured Notes issued in June 2002 having an aggregate face amount of $300.0 million, maturing in June 2012, as well as borrowings under a five-year, multi-currency, revolving credit facility (2010 Credit Agreement) which permits revolving credit loans of up to $500.0 million for working capital, capital expenditures and general corporate purposes. The 2010 Credit Agreement allows for borrowings in U.S. dollars, euro, Canadian dollars, pound sterling and Japanese yen. Interest payable under the 2010 Credit Agreement is based upon the type of borrowing under the facility and may be (1) LIBOR plus an applicable margin, (2) the greater of the prime rate or the Federal Funds effective rate plus an applicable margin, or (3) fixed as negotiated by us.

The 2010 Credit Agreement requires us to comply with various restrictive and affirmative covenants, including two financial covenants: a maximum leverage ratio and a minimum consolidated interest coverage ratio (as those terms are defined in the agreement). We were in compliance with these financial covenants as of December 31, 2010. We had no borrowings outstanding under the 2010 Credit Agreement as of December 31, 2010 and June 30, 2010.

Borrowings under the 2010 Credit Agreement are guaranteed by our significant domestic subsidiaries.

Fixed rate debt had a fair market value of $322.8 million and $325.5 million at December 31, 2010 and June 30, 2010, respectively. The fair value is determined based on the quoted market price of this debt as of December 31, 2010 and June 30, 2010, respectively.

13. ENVIRONMENTAL MATTERS

The operation of our business has exposed us to certain liabilities and compliance costs related to environmental matters. We are involved in various environmental cleanup and remediation activities at certain of our locations.

Superfund Sites We are involved as a Potentially Responsible Party (PRP) at various sites designated by the U.S. Environmental Protection Agency (USEPA) as Superfund sites. For certain of these sites, we have evaluated the claims and potential liabilities and have determined that neither are material, individually or in the aggregate. For certain other sites, proceedings are in the very early stages and have not yet progressed to a point where it is possible to estimate the ultimate cost of remediation, the timing and extent of remedial action that may be required by governmental authorities or the amount of our liability alone or in relation to that of any other PRPs.

Other Environmental We establish and maintain reserves for other potential environmental costs which amounted to $6.1 million as of December 31, 2010. This accrual represents anticipated costs associated with the remediation of these issues. We recorded approximately $1.3 million related to an environmental liability in our international operations and unfavorable foreign currency translation adjustments of $0.4 million for the six months ended December 31, 2010. In addition, we paid a civil penalty of $0.2 million during the six months ended December 31, 2010 related to our Chestnut Ridge, Pennsylvania facility closure.

The reserves we have established for environmental liabilities represent our best current estimate of the costs of addressing all identified environmental situations, based on our review of currently available evidence, and taking into consideration our prior experience in remediation and that of other companies, as well as public information released by the USEPA, other governmental agencies, and by the PRP groups in which we are participating. Although the reserves currently appear to be sufficient to cover these environmental liabilities, there are uncertainties associated with environmental liabilities, and we can give no assurance that our estimate of any environmental liability will not increase or decrease in the future. The reserved and unreserved exposures for all environmental concerns could change substantially due to factors such as the nature and extent of contamination, changes in remedial requirements, technological changes, discovery of new information, the financial strength of other PRPs, the identification of new PRPs and the involvement of and direction taken by the government on these matters.

We maintain a Corporate Environmental, Health and Safety (EHS) Department, as well as an EHS Steering Committee, to monitor compliance with environmental regulations and to oversee remediation activities. In addition, we have designated EHS coordinators who are responsible for each of our global manufacturing facilities. Our financial management team periodically meets with members of the Corporate EHS Department and the Corporate Legal Department to review and evaluate the status of environmental projects and contingencies. On a quarterly basis, we review financial provisions and reserves for environmental contingencies and adjust these reserves when appropriate.

14. INCOME TAXES

The effective income tax rate for the three months ended December 31, 2010 and 2009 was 21.3 percent compared to 44.7 percent, respectively. The current year rate reflects the favorable impact of stronger operating results under our pan-European business strategy and the extension of the credit for increasing research activities included in the Tax Relief Act of 2010 enacted in the quarter. The prior year rate was unfavorably impacted by restructuring and related charges in lower tax jurisdictions and from the effects of having a relatively low pre-tax base.

The effective income tax rate for the six months ended December 31, 2010 and 2009 was 24.3 percent (provision on income) compared to 2.5 percent (benefit on a loss), respectively. The current year rate reflects the favorable impact of stronger operating results under our pan-European business strategy. The prior year rate was unfavorably impacted by restructuring and related charges in lower tax jurisdictions and from the effects of having a relatively low pre-tax base.

15. EARNINGS PER SHARE

Basic earnings per share is computed using the weighted average number of shares outstanding during the period, while diluted earnings per share is calculated to reflect the potential dilution that may occur related to the issuance of capital stock through grants of capital stock options, restricted stock awards and restricted stock units. The difference between basic and diluted earnings per share relates solely to the effect of capital stock options, restricted stock awards and restricted stock units.

For purposes of determining the number of diluted shares outstanding, weighted average shares outstanding for basic earnings per share calculations were increased due solely to the dilutive effect of unexercised capital stock options, unvested restricted stock awards and unvested restricted stock units by 1.1 million shares and 0.7 million shares for the three months ended December 31, 2010 and 2009, respectively. For the six months ended December 31, 2010, the effect of these items was 0.9 million shares. For the six months ended December 31, 2009, the effect was anti-dilutive and therefore has been excluded from diluted shares outstanding as well as from the diluted earnings per share calculation. Unexercised capital stock options, restricted stock units and restricted stock awards of 0.6 million shares and 2.9 million shares for the three months ended December 31, 2010 and 2009, respectively, and 0.7 million shares and 3.0 million shares for the six months ended December 31, 2010 and 2009, respectively, were not included in the computation of diluted earnings per share because the inclusion would have been anti-dilutive.

16. EQUITY

A summary of the changes in the carrying amounts of total equity, Kennametal shareowners' equity and equity attributable to noncontrolling interests as of December 31, 2010 and 2009 is as follows:

	Kennametal Shareowners' Equity					
(in thousands)	Capital stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive (loss) income	Non-controlling interests	Total equity
Balance as of June 30, 2010	$ 102,379	$ 492,454	$ 793,448	$ (72,781)	$ 17,943	$ 1,333,443
Net income	-	-	78,390	-	1,856	80,246
Other comprehensive income	-	-	-	70,174	1,292	71,466
Dividend reinvestment	7	152	-	-	-	159
Capital stock issued under employee benefit and stock plans	496	20,953	-	-	-	21,449
Purchase of capital stock	(379)	(9,896)	-	-	-	(10,275)
Cash dividends paid	-	-	(19,929)	-	(132)	(20,061)
Total equity, December 31, 2010	$ 102,503	$ 503,663	$ 851,909	$ (2,607)	$ 20,959	$ 1,476,427

	Kennametal Shareowners' Equity					
(in thousands)	Capital stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income	Non-controlling interests	Total equity
Balance as of June 30, 2009	$ 91,540	$ 357,839	$ 786,345	$ 11,719	$ 20,012	$ 1,267,455
Net (loss) income	-	-	(3,850)	-	899	(2,951)
Other comprehensive income	-	-	-	23,551	530	24,081
Dividend reinvestment	8	138	-	-	-	146
Capital stock issued under employee benefit and stock plans	261	10,451	-	-	-	10,712
Purchase of capital stock	(8)	(138)	-	-	-	(146)
Equity offering	10,063	110,633				120,696
Cash dividends paid	-	-	(19,572)	-	(176)	(19,748)
Total equity, December 31, 2009	$ 101,864	$ 478,923	$ 762,923	$ 35,270	$ 21,265	$ 1,400,245

The amounts of comprehensive income attributable to Kennametal shareowners and noncontrolling interests are disclosed in Note 17.

KENNAMETAL INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

17. COMPREHENSIVE INCOME

Comprehensive income is as follows:

	Three Months Ended December 31, 2010	Three Months Ended December 31, 2009	Six Months Ended December 31, 2010	Six Months Ended December 31, 2009
Net income (loss)	$ 44,290	$ 6,237	$ 80,246	$ (2,951)
Unrealized gain (loss) on derivatives designated and qualified as cash flow hedges, net of income tax	177	(6)	223	(1,045)
Reclassification of unrealized loss on expired derivatives designated and qualified as cash flow hedges, net of income tax	5,780	57	2,187	20
Unrecognized net pension and other postretirement benefit gains (losses), net of income tax	564	(316)	(1,622)	554
Reclassification of net pension and other postretirement benefit losses, net of income tax	1,859	598	3,720	1,191
Foreign currency translation adjustments, net of income tax	(7,293)	(1,948)	66,958	23,361
Total comprehensive income	45,377	4,622	151,712	21,130
Comprehensive income attributable to noncontrolling interests	604	384	3,148	1,429
Comprehensive income attributable to Kennametal Shareowners	$ 44,773	$ 4,238	$ 148,564	$ 19,701

18. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill represents the excess of cost over the fair value of the net assets of acquired companies. Goodwill and other intangible assets with indefinite lives are tested at least annually for impairment. We perform our annual impairment tests during the June quarter in connection with our annual planning process unless there are impairment indicators that warrant a test prior to that. In conjunction with the implementation of our new operating structure on July 1, 2010, we tested goodwill for impairment and determined that there was no impairment at that time. We have noted no impairment indicators warranting additional testing. See Note 19 for further discussion regarding the Company's segments.

A summary of the carrying amount of goodwill attributable to each segment as well as the changes in such are as follows:

(in thousands)	Industrial	Infrastructure	Total
Goodwill	$ 393,974	$ 246,311	$ 640,285
Accumulated impairment losses	(150,842)	-	(150,842)
Balance as of June 30, 2010	$ 243,132	$ 246,311	$ 489,443
Adjustments	$ 121	$ -	$ 121
Translation	9,065	2,161	11,226
Change in goodwill	9,186	2,161	11,347
Goodwill	403,160	248,472	651,632
Accumulated impairment losses	(150,842)	-	(150,842)
Balance as of December 31, 2010	$ 252,318	$ 248,472	$ 500,790

The components of our intangible assets were as follows:

(in thousands)	Estimated Useful Life (in years)	December 31, 2010 Gross Carrying Amount	December 31, 2010 Accumulated Amortization	June 30, 2010 Gross Carrying Amount	June 30, 2010 Accumulated Amortization
Contract-based	4 to 15	$ 6,252	$ (5,241)	$ 6,357	$ (5,218)
Technology-based and other	4 to 15	38,693	(23,231)	37,136	(20,422)
Customer-related	10 to 20	111,293	(33,688)	108,470	(29,255)
Unpatented technology	30	19,378	(4,609)	19,216	(4,572)
Trademarks	5 to 20	10,853	(4,444)	10,647	(3,876)
Trademarks	Indefinite	38,661	-	36,823	-
Total		$ 225,130	$ (71,213)	$ 218,649	$ (63,343)

During the six months ended December 31, 2010, we recorded amortization expense of $5.9 million related to our intangible assets and favorable foreign currency translation adjustments of $4.5 million.

19. SEGMENT DATA

In order to take additional advantage of growth opportunities as well as to provide a better platform for continually improving the efficiency and effectiveness of operations, we implemented a new operating structure at the beginning of fiscal 2011.

The new structure provides for an enhanced market sector approach coupled with a more customer-centric focus for the sales organization and other key market-facing functions such as customer service, marketing, product management, engineering and product development. The new structure also involves the formation of a single, global integrated supply chain and logistics organization that unleashes additional opportunities to achieve higher customer satisfaction and realize lower costs to serve. Furthermore, the new structure provides for more uniform management of administrative functions on a global basis to further improve the consistency, effectiveness and efficiency of the services provided by these functions.

A key attribute of the new structure is the establishment of two new operating segments by market sector which replace the previous two operating segments that were based on a product focus. The two new reportable operating segments are named Industrial and Infrastructure. The Industrial business is focused on customers within the transportation, aerospace, defense and general engineering market sectors, as well as the machine tool industry. The Infrastructure business is focused on customers within the energy and earthworks industries. The formation of the two new reportable operating segments is consistent with the new management approach and internal financial reporting established under the new structure.

Under the new structure, more corporate expenses will be allocated to the new segments than were allocated to the previous segments. Corporate expenses related to executive retirement plans, the Company’s Board of Directors and strategic initiatives, as well as certain other costs will continue to be reported as Corporate.

Kennametal delivers productivity to customers seeking peak performance in demanding environments by providing innovative custom and standard wear-resistant solutions, enabled through our advanced materials sciences, application knowledge and commitment to a sustainable environment. Our product offering includes a wide array of standard and custom solution products in metalworking, such as metal cutting tools and tooling systems, and advanced materials, such as cemented tungsten carbide products, to address customer demands. These products are offered through a variety of channels via an enterprise approach to customers in both of our operating segments.

The Industrial segment serves customers that operate in industrial end markets such as aerospace, defense, transportation and general engineering. The customers in these end markets manufacture engines, airframes, automobiles, trucks, ships and various industrial goods. The technology needs and level of customization vary by customer and industry served. We deliver value to our Industrial segment customers through our application expertise and diverse product offering.

The Infrastructure segment serves customers that operate in the earthworks and energy end markets. These customers support primary industries such as oil and gas, power generation, underground mining, surface and hard rock mining, highway construction and road maintenance. Generally, our Infrastructure segment customers are served through a customer intimacy model that allows us to offer full system solutions by gaining an in depth understanding of our customers engineering needs. Our product offering promotes value by bringing enhanced performance and productivity to our customers’ processes and systems.

KENNAMETAL INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Our external sales and operating income by segment are as follows:

	Three Months Ended December 31,		Six Months Ended December 31,	
	2010	2009(1)	2010	2009(1)
External sales:				
Industrial	$ 369,139	$ 277,784	$ 699,797	$ 526,137
Infrastructure	196,629	165,081	395,129	326,123
Total external sales	$ 565,768	$ 442,865	$ 1,094,926	$ 852,260
Operating income:				
Industrial	$ 42,157	$ 5,903	$ 78,265	$ (11,948)
Infrastructure	21,566	18,250	48,069	29,898
Corporate	(2,106)	(8,682)	(7,205)	(12,010)
Total operating income	$ 61,617	$ 15,471	$ 119,129	$ 5,940
Interest expense	$ 5,564	$ 5,954	$ 11,527	$ 12,325
Other (income) expense, net	(253)	(1,866)	1,658	(4,818)
Income (loss) from continuing operations before income taxes	$ 56,306	$ 11,383	$ 105,944	$ (1,567)

Our total assets by segment are as follows:

(in thousands)	December 31, 2010	June 30, 2010
Total assets:		
Industrial	$ 1,363,416	$ 1,310,635
Infrastructure	706,890	682,169
Corporate	324,687	275,019
Total assets	$ 2,394,993	$ 2,267,823

(1) Amounts for the three and six months ended December 31, 2009 and for the period as of June 30, 2010 have been restated to reflect the change in reportable operating segments.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

Kennametal Inc. is a leading global manufacturer and supplier of tooling, engineered components and advanced materials consumed in production processes. We believe that our reputation for manufacturing excellence, as well as our technological expertise and innovation in our principal products, has helped us to achieve a leading market presence in our primary markets. We believe we are one of the largest global providers of consumable metalcutting tools and tooling supplies. End users of our products include metalworking manufacturers and suppliers across a diverse array of industries including the aerospace, defense, transportation, machine tool, light machinery and heavy machinery industries, as well as manufacturers, producers and suppliers in a number of other industries including coal mining, highway construction, quarrying, and oil and gas exploration and production industries. Our end users' products include items ranging from airframes to coal mining, engines to oil wells and turbochargers to construction.

We experienced growth for the December quarter across most of our major served end markets. Our sales for the quarter ended December 31, 2010 grew 28 percent compared to sales for the December quarter one year ago. Operating margin for the quarter increased by $46.1 million on sales that were $122.9 million higher, resulting in 38 percent year-over-year operating leverage. During the quarter, we experienced certain raw material cost increases. We believe these costs will ultimately be recovered as we continue to implement pricing increases.

Our restructuring programs remain on track to deliver the anticipated annual ongoing pre-tax savings of $160 million to $165 million once all programs are fully implemented. These programs delivered $41 million of benefits in the quarter ended December 31, 2010.

For the quarter ended December 31, 2010, we recorded net income attributable to Kennametal of $43.5 million or $0.52 per diluted share compared to $6.0 million or $0.07 per diluted share for the three months ended December 31, 2009. The drivers of our improved performance were higher sales, favorable capacity utilization and mix, and incremental restructuring benefits of $8 million. These benefits were partially offset by higher employment costs of $13.2 million, the restoration of temporary cost reductions of $8.7 million and higher input costs.

We generated cash flow from operating activities of $67.4 million during the six months ended December 31, 2010, driven by our operating performance.

In addition, we invested further in technology and innovation to continue delivering a high level of new products to our customers. Research and development expenses totaled $17.9 million for the three months ended December 31, 2010.

The following narrative provides further discussion and analysis of our results of operations, liquidity and capital resources, as well as other pertinent matters.

RESULTS OF CONTINUING OPERATIONS

SALES

Sales for the three months ended December 31, 2010 were $565.8 million, an increase of $122.9 million, or 27.7 percent, from $442.9 million in the prior year quarter. Sales increased organically by 31 percent, partially offset by a 2 percent unfavorable impact from foreign currency effects and an unfavorable impact from fewer business days. The improvement in sales was driven by continued expansion in industrial activity in most of our served end markets and all major geographies.

Sales for the six months ended December 31, 2010 were $1,094.9 million, an increase of $242.6 million, or 28.5 percent, from $852.3 million in the prior year quarter. Sales increased organically by 33 percent, partially offset by a 3 percent unfavorable impact from foreign currency effects and an unfavorable impact from fewer business days. The improvement in sales was driven by continued expansion in industrial activity in all of our major served end markets and all major geographies, led by growth in general engineering and transportation with sales of 48 percent and 37 percent, respectively.

GROSS PROFIT

Gross profit for the three months ended December 31, 2010 was $200.0 million, an increase of $59.9 million from $140.1 million in the prior year quarter. This increase was due to higher organic sales volume, favorable product mix, restructuring and other cost reduction benefits and improved absorption of manufacturing costs due to higher production levels. The impact of these items was partially offset by higher raw material costs, the restoration of salaries and other employment costs that had been temporarily reduced and unfavorable foreign currency effects of $3.9 million. The gross profit margin for the three months ended December 31, 2010 was 35.4 percent, as compared to 31.6 percent generated in the prior year quarter.

Gross profit for the six months ended December 31, 2010 was $388.8 million, an increase of $130.9 million from $257.9 million in the prior year quarter. This increase was due to higher organic sales volume, favorable product mix, restructuring and other cost reduction benefits and improved absorption of manufacturing costs due to higher production levels. The impact of these items was partially offset by higher raw material costs, unfavorable foreign currency effects of $9.9 million and the restoration of salaries and other employment costs that had been temporarily reduced. The prior year was also favorably impacted by one-time benefits from certain labor negotiations in Europe. The gross profit margin for the six months ended December 31, 2010 was 35.5 percent, as compared to 30.3 percent generated in the prior year period.

OPERATING EXPENSE

Operating expense for the three months ended December 31, 2010 increased $14.2 million or 12.0 percent to $132.1 million compared to $117.9 million in the prior year quarter. The increase is primarily attributable to an increase in employment costs of $12.1 million due to the restoration of employment costs that had been temporarily reduced in the prior year and higher incentive compensation and employee merit increases. These increases were partially offset by favorable foreign currency effects of $2.4 million.

Operating expense for the six months ended December 31, 2010 increased $23.0 million or 9.8 percent to $257.1 million compared to $234.1 million in the prior year quarter. The increase is primarily attributable to an increase in employment costs of $20.9 million due to the restoration of employment costs that had been temporarily reduced in the prior year, higher incentive compensation and employee merit increases. These increases were partially offset by favorable foreign currency effects of $5.9 million.

RESTRUCTURING CHARGES

We continued to implement restructuring plans to reduce costs and improve operating efficiencies. The actions taken in the December quarter related primarily to the continued rationalization of certain manufacturing facilities. Restructuring and related charges recorded during the three months ended December 31, 2010 amounted to $5.1 million, including $3.8 million of restructuring charges, of which $0.5 million were related to inventory disposals and recorded in cost of goods sold. Restructuring related charges of $0.5 million and $0.8 million were recorded in cost of goods sold and operating expense, respectively, during the three months ended December 31, 2010. We realized pre-tax benefits from these restructuring programs of approximately $41 million for the three months ended December 31, 2010.

Restructuring and related charges recorded during the six months ended December 31, 2010 amounted to $9.4 million, including $7.1 million of restructuring charges of which $0.5 million were related to inventory disposals and recorded in cost of goods sold. Restructuring related charges of $1.5 million and $0.8 million were recorded in cost of goods sold and operating expense, respectively, during the six months ended December 31, 2010. We realized pre-tax benefits from these restructuring programs of approximately $80 million for the six months ended December 31, 2010.

Restructuring and related charges recorded in the three months ended December 31, 2009 amounted to $4.1 million, including $3.3 million of restructuring charges. Restructuring related charges of $0.6 million and $0.2 million were recorded in cost of goods sold and operating expense, respectively, during the three months ended December 31, 2009. We realized incremental pre-tax benefits from these restructuring programs of approximately $30 million for the three months ended December 31, 2009.

Restructuring and related charges recorded in the six months ended December 31, 2009 amounted to $12.7 million, including $11.2 million of restructuring charges. Restructuring related charges of $1.0 million and $0.5 million were recorded in cost of goods sold and operating expense, respectively, during the six months ended December 31, 2009. We realized incremental pre-tax benefits from these restructuring programs of approximately $60 million for the six months ended December 31, 2009. See Note 7 to our condensed consolidated financial statements set forth in Part I Item 1 of this Form 10-Q.

The Company's restructuring programs are on track to deliver the anticipated annual ongoing pre-tax savings of $160 million to $165 million once all programs are fully implemented. The combined total pre-tax charges are expected to be approximately $160 million to $165 million. Total restructuring and related charges recorded from inception to December 31, 2010 were $138 million. The remaining restructuring charges are expected to be completed within the next three to six months and are anticipated to be mostly cash expenditures.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

INTEREST EXPENSE

Interest expense for the three months ended December 31, 2010 of $5.6 million decreased $0.4 million, or 6.7 percent, from $6.0 million in the prior year quarter. Interest expense for the six months ended December 31, 2010 of $11.5 million decreased $0.8 million, or 6.5 percent, from $12.3 million in the prior year quarter.

OTHER (INCOME) EXPENSE, NET

Other income, net for the three months ended December 31, 2010 was $0.3 million, compared to other income, net of $1.9 million for the three months ended December 31, 2009. The decrease was primarily driven by unfavorable foreign currency transaction results of $1.5 million.

Other expense, net for the six months ended December 31, 2010 was $1.7 million, compared to other income, net of $4.8 million for the six months ended December 31, 2009. The decrease of $6.5 million was primarily driven by unfavorable foreign currency transaction results of $5.2 million.

INCOME TAXES

The effective income tax rate for the three months ended December 31, 2010 and 2009 was 21.3 percent compared to 44.7 percent, respectively. The current year rate reflects the favorable impact of stronger operating results under our pan-European business strategy and the extension of the credit for increasing research activities included in the Tax Relief Act of 2010 enacted in the quarter. The prior year rate was unfavorably impacted by restructuring and related charges in lower tax jurisdictions and from the effects of having a relatively low pre-tax base.

The effective income tax rate for the six months ended December 31, 2010 and 2009 was 24.3 percent (provision on income) compared to 2.5 percent (benefit on a loss), respectively. The current year rate reflects the favorable impact of stronger operating results under our pan-European business strategy. The prior year rate was unfavorably impacted by restructuring and related charges in lower tax jurisdictions and from the effects of having a relatively low pre-tax base.

During 2011, we expect to generate a nominal amount of taxable income in jurisdictions where we have a valuation allowance recorded against our net deferred tax assets. The corresponding impact on the fiscal 2011 effective tax rate is expected to be immaterial. We believe the sustainability of future income in these jurisdictions remains uncertain. Accordingly, we have not adjusted the valuation allowance. We will again assess the sustainability of future income in these jurisdictions in conjunction with our annual planning process during our fiscal fourth quarter. If based on that assessment, we determine that it is more likely than not we will be able to realize the net deferred tax assets in these jurisdictions, we will adjust the valuation allowance. Such an adjustment would likely result in a material reduction to tax expense in the period the adjustment occurs.

BUSINESS SEGMENT REVIEW

Our operations are organized into two reportable operating segments consisting of Industrial and Infrastructure, and Corporate. The presentation of segment information reflects the manner in which we organize segments for making operating decisions and assessing performance. Corporate is comprised of costs related to executive retirement plans and strategic initiatives, as well as certain other costs.

Amounts for the three and six months ended December 31, 2010 have been restated to reflect the change in reportable operating segments.

INDUSTRIAL

	Three Months Ended December 31,		Six Months Ended December 31,	
	2010	2009	2010	2009
External sales	$ 369,139	$ 277,784	$ 699,797	$ 526,137
Operating income (loss)	42,157	5,903	78,265	(11,948)

For the three months ended December 31, 2010, Industrial segment external sales increased by 32.9 percent, driven by organic sales growth of 37 percent, partially offset by unfavorable foreign currency effects of 2 percent and an unfavorable impact due to fewer business days. On an organic basis, sales increased in most served market sectors led by strong growth in general engineering and transportation sales of 49 percent and 36 percent, respectively. On a regional basis, sales increased by approximately 48 percent in Asia, 34 percent in Europe and 31 percent in the Americas.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

For the three months ended December 31, 2010, Industrial segment operating income increased $36.3 million. The primary drivers of the increase in operating income were higher sales volumes, improved absorption of manufacturing costs due to higher production levels, better product mix and incremental restructuring benefits. These benefits were partially offset by higher employment costs, the restoration of temporary cost reductions and higher input costs.

For the six months ended December 31, 2010, Industrial segment external sales increased by 33.0 percent, driven by organic sales growth of 38 percent, partially offset by unfavorable foreign currency effects of 3 percent and an unfavorable impact due to fewer business days. On an organic basis, sales increased in all served market sectors led by growth in general engineering and transportation. On a regional basis, sales increased by approximately 49 percent in Asia, 35 percent in the Americas and 32 percent in Europe.

For the six months ended December 31, 2010, Industrial segment operating income increased $90.2 million. The primary drivers of the increase in operating income were higher sales volumes, improved absorption of manufacturing costs due to higher production levels, better product mix and incremental restructuring benefits. These benefits were partially offset by the higher employment costs, the restoration of temporary cost reductions and higher input costs.

INFRASTRUCTURE

	Three Months Ended December 31,		Six Months Ended December 31,	
	2010	2009	2010	2009
External sales	$ 196,629	$ 165,081	$ 395,129	$ 326,123
Operating income	21,566	18,250	48,069	29,898

For the three months ended December 31, 2010, Infrastructure segment external sales increased by 19.1 percent, all driven by organic sales growth. The organic increase was driven by higher sales in the energy and earthworks markets of 22 percent and 17 percent, respectively. On a regional basis, sales increased by approximately 24 percent in Asia, 21 percent in the Americas and 12 percent in Europe.

For the three months ended December 31, 2010, Infrastructure segment operating income increased $3.3 million to $21.6 million. Operating income improved primarily due to higher sales, increased absorption of manufacturing costs due to higher production levels and incremental restructuring benefits, partially offset by higher employment costs, higher input costs and the restoration of temporary cost reductions.

For the six months ended December 31, 2010, Infrastructure segment external sales increased by 21.2 percent, driven by 22 percent organic sales growth, slightly offset by unfavorable currency effects. The organic increase was driven by higher sales in the energy and earthworks markets of 33 percent and 16 percent, respectively. On a regional basis, sales increased by approximately 33 percent in Asia, 22 percent in the Americas and 14 percent in Europe.

For the six months ended December 31, 2010, Infrastructure segment operating income increased $18.2 million to $48.1 million. Operating income improved primarily due to higher sales, increased absorption of manufacturing costs due to higher production levels and incremental restructuring benefits, partially offset by higher employment costs, higher input costs and the restoration of temporary cost reductions.

CORPORATE

	Three Months Ended December 31,		Six Months Ended December 31,	
	2010	2009	2010	2009
Corporate unallocated expense	$ (2,106)	$ (8,682)	$ (7,205)	$ (12,010)

For the three months ended December 31, 2010, unallocated expenses decreased $6.6 million to $2.1 million. During the current year quarter, a greater percent of corporate expenses were allocated to the segments than in the prior year quarter.

For the six months ended December 31, 2010, unallocated expenses decreased $4.8 million to $7.2 million. During the current year period, a greater percent of corporate expenses were allocated to the segments than in the prior year period.

LIQUIDITY AND CAPITAL RESOURCES

Cash flow from operations is our primary source of funding for capital expenditures and internal growth.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

To augment cash from operations and as an additional source of funds, we maintain a syndicated, five-year, multi-currency, revolving credit facility (2010 Credit Agreement) that extends to June 2015. The 2010 Credit Agreement permits revolving credit loans of up to $500.0 million for working capital, capital expenditures and general corporate purposes. The 2010 Credit Agreement allows for borrowings in U.S. dollars, euro, Canadian dollars, pound sterling and Japanese yen. Interest payable under the 2010 Credit Agreement is based upon the type of borrowing under the facility and may be (1) LIBOR plus an applicable margin, (2) the greater of the prime rate or the Federal Funds effective rate plus an applicable margin, or (3) fixed as negotiated by us.

The 2010 Credit Agreement requires us to comply with various restrictive and affirmative covenants, including two financial covenants: a maximum leverage ratio and a minimum consolidated interest coverage ratio (as those terms are defined in the agreement). We were in compliance with these financial covenants as of December 31, 2010. We had no borrowings outstanding under the 2010 Credit Agreement as of December 31, 2010. Borrowings under the 2010 Credit Agreement are guaranteed by our significant domestic subsidiaries.

At December 31, 2010, cash and cash equivalents was $147.2 million, total debt was $316.4 million and total Kennametal shareowners' equity was $1,455.5 million. Our current senior credit ratings are at investment grade levels. We believe that our current financial position, liquidity and credit ratings provide access to the capital markets. We closely monitor our liquidity position and the condition of the capital markets as well as the counterparty risk of our credit providers.

There have been no material changes in our contractual obligations and commitments since June 30, 2010.

Cash Flow Provided by Operating Activities
During the six months ended December 31, 2010, cash flow provided by operating activities was $67.4 million, compared to $53.4 million for the prior year period. Cash flow provided by operating activities for the current year period consisted of net income and non-cash items amounting to an inflow of $141.5 million, partially offset by changes in certain assets and liabilities netting to $74.1 million. Contributing to the changes in certain assets and liabilities was an increase in inventory of $45.1 million driven by an increase in production to meet higher demand and a decrease in accounts payable and accrued liabilities of $21.2 million.

During the six months ended December 31, 2009, cash flow provided by operating activities consisted of net loss and non-cash items amounting to an inflow of $52.6 million partially offset by changes in certain assets and liabilities netting to $0.8 million. Contributing to the changes in certain assets and liabilities were a decrease in accounts receivable of $12.0 million, a decrease in inventories of $8.4 million and an increase in other of $7.2 million, mostly offset by a decrease in accounts payable and accrued liabilities of $20.6 million and a decrease in foreign and domestic income taxes of $6.3 million.

Cash Flow (Used for) Provided by Investing Activities
Cash flow used for investing activities was $12.6 million for the six months ended December 31, 2010, compared to cash flow provided by investing activities of $10.5 million in the prior year period. During the six months ended December 31, 2010, cash flow used for investing activities included capital expenditures, net of $13.7 million, which consisted primarily of an Enterprise Resource Planning (ERP) system and equipment upgrades.

Cash flow provided by investing activities was $10.5 million for the six months ended December 31, 2009. Cash flow provided by investing activities included $27.0 million in remaining cash proceeds from the sale of our high speed steel drills business and related product lines and $0.8 million in cash proceeds from the sale of our gage business, partially offset by capital expenditures, net of $17.6 million, which consisted primarily of equipment upgrades.

Cash Flow Used for Financing Activities
Cash flow used for financing activities was $39.2 million for the six months ended December 31, 2010 compared to $42.8 million in the prior year period. During the six months ended December 31, 2010, cash flow used for financing activities included $19.9 million of cash dividends paid to shareowners, $17.6 million net decrease in borrowings and $10.3 million used for the repurchase of capital stock, partially offset by $10.2 million of dividend reinvestment and the effect of employee benefit and stock plans.

Cash flow used for financing activities was $42.8 million for the six months ended December 31, 2009. Cash flow used for financing activities included $145.1 million net decrease in borrowings and $19.6 million of cash dividends paid to shareowners, partially offset by $120.7 million in net proceeds from issuance of capital stock and $3.8 million of dividend reinvestment and the effect of employee benefit and stock plans.

FINANCIAL CONDITION

At December 31, 2010, total assets increased $127.2 million to $2,395.0 million from $2,267.8 million at June 30, 2010. Total liabilities decreased $15.8 million to $918.6 million at December 31, 2010 from $934.4 million at June 30, 2010.

Working capital was $655.2 million at December 31, 2010, an increase of $132.3 million from $522.9 million at June 30, 2010. The increase in working capital was driven primarily by an increase in inventories of $61.7 million driven by an increase in production to meet higher demand, an increase in cash and cash equivalents of $29.0 million, a decrease in current maturities of long-term debt and capital leases, including notes payable of $18.8 million, an increase in accounts receivable of $13.8 million due to the increase in sales and a decrease in accounts payable of $8.5 million, partially offset by an increase in accrued expenses of $7.1 million. Foreign currency effects accounted for $17.1 million, $16.2 million, $8.5 million, $3.8 million and $3.5 million of the change in inventory, accounts receivable, cash and cash equivalents, accounts payable, accrued expenses, respectively.

Property, plant and equipment, net increased $1.2 million from $664.5 million at June 30, 2010 to $665.8 million at December 31, 2010, primarily due to capital additions of $21.2 million and favorable foreign currency impact of $21.1 million, partially offset by depreciation expense of $39.9 million.

At December 31, 2010, other assets were $704.1 million, an increase of $16.7 million from $687.4 million at June 30, 2010. The drivers for the increase were an increase in goodwill of $11.3 million and an increase in other assets of $7.2 million, partially offset by a decrease in other intangible assets of $1.4 million. The change in goodwill and other intangible assets was driven by foreign currency translation effects of $15.7 million, offset by amortization expense of $5.9 million. The increase in other assets was primarily driven by an increase in pension assets of $5.5 million and an increase in fair value of forward starting interest rate swap contracts of $2.6 million.

Long-term debt and capital leases decreased $2.6 million to $312.1 million at December 31, 2010 from $314.7 million at June 30, 2010.

Kennametal shareowners' equity was $1,455.5 million at December 31, 2010, an increase of $140.0 million from $1,315.5 million at June 30, 2010. The increase was primarily due to net income attributable to Kennametal of $78.4 million, foreign currency translation adjustments of $65.7 million and capital stock issued under employee benefit and stock plans of $21.4 million, partially offset by cash dividends paid to shareowners of $19.9 million and repurchase of capital stock of $10.3 million.

ENVIRONMENTAL MATTERS

The operation of our business has exposed us to certain liabilities and compliance costs related to environmental matters. We are involved in various environmental cleanup and remediation activities at certain of our locations. With respect to the environmental proceedings listed below, if any one or more of them were decided against Kennametal, we believe that it would not have a material effect on our consolidated financial position. However, it is not possible to predict the ultimate outcome of any of these proceedings or whether such ultimate outcome may have a material effect on our consolidated financial position. We report these proceedings to comply with Securities and Exchange Commission regulations, which require us to disclose proceedings arising under federal, state or local provisions regulating the discharge of materials into the environment or protecting the environment if we reasonably believe that such proceedings will result in monetary sanctions of $0.1 million or more.

Superfund Sites We are involved as a Potentially Responsible Party (PRP) at various sites designated by the U.S. Environmental Protection Agency (USEPA) as Superfund sites. For certain of these sites, we have evaluated the claims and potential liabilities and have determined that neither are material, individually or in the aggregate. For certain other sites, proceedings are in the very early stages and have not yet progressed to a point where it is possible to estimate the ultimate cost of remediation, the timing and extent of remedial action that may be required by governmental authorities or the amount of our liability alone or in relation to that of any other PRPs.

Other Environmental We establish and maintain reserves for other potential environmental costs which amounted to $6.1 million as of December 31, 2010. This accrual represents anticipated costs associated with the remediation of these issues. We recorded approximately $1.3 million related to an environmental liability in our international operations and unfavorable foreign currency translation adjustments of $0.4 million for the six months ended December 31, 2010. In addition, we paid a civil penalty of $0.2 million during the six months ended December 31, 2010 related to our Chestnut Ridge, Pennsylvania facility closure discussed below.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

In the course of preparing our Chestnut Ridge, Pennsylvania facility for closure, we discovered two outfalls for storm water that were not covered by the permits issued to the site by the Pennsylvania Department of Environmental Protection (PA DEP). We promptly plugged the outfalls and voluntarily reported the matter to the PA DEP. In June 2010, we received a draft Consent Order & Agreement from the PA DEP relating to the storm water outfalls and to a minor coolant spill in the facility. After negotiations, on November 17, 2010 the parties signed a final Consent Order & Agreement to resolve all matters, under which Kennametal agreed to conduct additional site investigations and submit reports to the PA DEP, and pay a civil penalty of $0.2 million.

The reserves we have established for environmental liabilities represent our best current estimate of the costs of addressing all identified environmental situations, based on our review of currently available evidence, and taking into consideration our prior experience in remediation and that of other companies, as well as public information released by the USEPA, other governmental agencies, and by the PRP groups in which we are participating. Although the reserves currently appear to be sufficient to cover these environmental liabilities, there are uncertainties associated with environmental liabilities, and we can give no assurance that our estimate of any environmental liability will not increase or decrease in the future. The reserved and unreserved exposures for all environmental concerns could change substantially due to factors such as the nature and extent of contamination, changes in remedial requirements, technological changes, discovery of new information, the financial strength of other PRPs, the identification of new PRPs and the involvement of and direction taken by the government on these matters.

We maintain a Corporate EHS Department, as well as an EHS Steering Committee, to monitor compliance with environmental regulations and to oversee remediation activities. In addition, we have designated EHS coordinators who are responsible for each of our global manufacturing facilities. Our financial management team periodically meets with members of the Corporate EHS Department and the Corporate Legal Department to review and evaluate the status of environmental projects and contingencies. On a quarterly basis, we review financial provisions and reserves for environmental contingencies and adjust these reserves when appropriate.

DISCUSSION OF CRITICAL ACCOUNTING POLICIES

There have been no changes to our critical accounting policies since June 30, 2010.

NEW ACCOUNTING STANDARDS

See Note 3 to our condensed consolidated financial statements set forth in Part I Item 1 of this Form 10-Q for a description of new accounting standards.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes to our market risk exposure since June 30, 2010.

ITEM 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this quarterly report on Form 10-Q, the Company's management evaluated, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)). The Company's disclosure controls were designed to provide a reasonable assurance that information required to be disclosed in reports that we file or submit under the Securities Exchange Act of 1934, as amended (Exchange Act), is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. It should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. However, the controls have been designed to provide reasonable assurance of achieving the controls' stated goals. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of December 31, 2010.

There were no changes in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The disclosures set forth in Part I, Item 2. "Management's Discussion and Analysis" under the heading "Environmental Matters" are incorporated in to this Item.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (2)
October 1 through October 31, 2010	3,132	$ 34.14	-	8,000,000
November 1 through November 30, 2010	275,153	34.05	269,500	7,730,500
December 1 through December 31, 2010	38,390	34.17	28,300	7,702,200
Total	316,675	$ 34.07	297,800	7,702,200

(1) During the current period, 2,371 shares were purchased on the open market on behalf of Kennametal to fund the Company's dividend reinvestment program. Also, during the current period, employees delivered 3,943 shares of restricted stock to Kennametal, upon vesting, to satisfy tax-withholding requirements and 12,561shares of Kennametal stock as payment for the exercise price of stock options.

(2) On October 26, 2010, the Company publicly announced a repurchase programs of up to 8 million shares of its outstanding common stock.

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ITEM 6. EXHIBITS

(10)	**Material Contracts**	
(10.1)*	Kennametal Inc. Stock and Incentive Plan of 2010	Appendix A to the 2010 Proxy Statement filed September 13, 2010 is incorporated herein by reference.
(10.2)*	Form of Performance Unit Award under Kennametal Inc. Stock and Incentive Plan of 2010	Filed herewith.
(10.3)*	Form of Restricted Unit Award under Kennametal Inc. Stock and Incentive Plan of 2010 (Employees)	Filed herewith.
(10.4)*	Form of Restricted Unit Award under Kennametal Inc. Stock and Incentive Plan of 2010 (Non-Employee Directors)	Filed herewith.
(10.5)*	Form of Nonstatutory Stock Option Award under Kennametal Inc. Stock and Incentive Plan of 2010 (Employees)	Filed herewith.
(10.6)*	Form of Nonstatutory Stock Option Award under Kennametal Inc. Stock and Incentive Plan of 2010 (Non-Employee Directors)	Filed herewith.
(31)	**Rule 13a-14(a)/15d-14(a) Certifications**	
(31.1)	Certification executed by Carlos M. Cardoso, Chairman, President and Chief Executive Officer of Kennametal Inc.	Filed herewith.
(31.2)	Certification executed by Frank P. Simpkins, Vice President and Chief Financial Officer of Kennametal Inc.	Filed herewith.
(32)	**Section 1350 Certifications**	
(32.1)	Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by Carlos M. Cardoso, Chairman, President and Chief Executive Officer of Kennametal Inc., and Frank P. Simpkins, Vice President and Chief Financial Officer of Kennametal Inc.	Filed herewith.
(101)	**XBRL**	
(101.INS)**	XBRL Instance Document	Filed herewith.
(101.SCH)**	XBRL Taxonomy Extension Schema Document	Filed herewith.
(101.CAL)**	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith.
(101.LAB)**	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith.
(101.PRE)**	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith.

* Denotes management contract or compensatory plan or arrangement.

** The XBRL related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall not be deemed “filed” or part of a registration statement or prospects for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, and is not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of these sections.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

		KENNAMETAL INC.
Date: February 8, 2011	By:	/s/ Martha A. Bailey
		Martha A. Bailey Vice President Finance and Corporate Controller

KENNAMETAL INC.

PERFORMANCE UNIT AWARD

Grant Date: ____________________

Kennametal Inc. (the "Company") hereby grants to [NAME] (the "Awardee"), as of the Grant Date listed above, this Performance Unit Award (the "Award") for [TARGET NUMBER OF STOCK UNITS] Stock Units, subject to the terms and conditions of the Kennametal Inc. Stock and Incentive Plan of 2010 (the "Plan") and the additional terms listed below. Capitalized terms used herein, but not otherwise defined, shall have the same meaning ascribed to them in the Plan.

1. Each Stock Unit represents the right to receive one Share of the Company's Capital Stock, par value $1.25 per share, subject to the satisfaction of the Service Condition described herein and the Performance Conditions attached hereto as **Exhibit A**. Stock Units as initially awarded have no independent economic value, but rather are mere units of measurement used for purposes of calculating the number of Shares, if any, to be delivered under this Award. The maximum amount of Stock Units that may be earned under this Award is equal to two times the target number of Stock Units listed in the preamble above. Subject to the terms and conditions of this Award, one-third of the maximum number of Stock Units may be earned in each fiscal year of the three-year Performance Period (as defined in **Exhibit A**).

2. Except as otherwise provided in this Award, Awardee must be actively employed by the Company on the Payment Date (defined below) to be eligible to receive Shares in payment of any Stock Units earned under this Award (the "Service Condition").

3. In addition to satisfaction of the Service Condition, payment under this Award is subject to, and contingent upon, achievement of the annual Performance Conditions during the Performance Period. The amount of this Award payable to Awardee will be determined by the level of achievement of the annual Performance Conditions as set forth in **Exhibit A**. Achievement of the Performance Conditions, including the level of achievement, if any, for each fiscal year in the Performance Period shall be determined by the Compensation Committee of the Board of Directors (the "Compensation Committee"), in its sole discretion, and Awardee agrees to be bound by such determination. For each fiscal year of the Performance Period, any Stock Units that are not earned will be cancelled and forfeited at the end of such fiscal year.

4. Issuance and Distribution.

a. At the end of each fiscal year to which this Award relates, the Compensation Committee will certify in writing the extent to which the applicable Performance Conditions have been achieved. For purposes of this provision, and for so long as the Code permits, the approved minutes of the Committee meeting in which the certification is made may be treated as written certification.

b. Subject to the terms and conditions of this Award and unless otherwise specifically provided herein, Stock Units earned by an Awardee will be settled and paid in Shares of the Company's Capital Stock as soon as practicable following the end of the Performance Period on a date determined in the Company’s discretion, but in no event later than the last day of the “applicable 2½ month period” specified in Treas. Reg. §1.409A-1(b)(4) (the “Payment Date”).

c. Subject to the terms and conditions of this Award and unless otherwise specifically provided herein, in the event an Awardee Separates from Service on account of death or Disability during the Performance Period, the Stock Units, to the extent earned by the Awardee, shall be paid as soon as practicable following the date of such Separation from Service, but in no event later than the last day of the “applicable 2½ month period” specified in Treas. Reg. §1.409A-1(b)(4).

d. Unless otherwise specifically provided herein, in the event of a Change in Control, any Stock Units earned by the Awardee based on Performance Conditions achieved prior to the closing date of the Change-in-Control transaction shall be paid on the closing date of the Change in Control transaction; provided, further, in the event of a Change in Control, Stock Units may, in the Committee’s discretion, be settled in cash and/or securities or other property

e. Notwithstanding any other provision of this Award to the contrary, with respect to an Awardee who is or becomes eligible to Separate from Service on account of Retirement during the Performance Period (a “Retirement Eligible Awardee”), any payment made to such Retirement Eligible Awardee under this Award by reason of (i) a Separation from Service on account of death shall be paid in the month following the month containing the date of such Separation from Service; (ii) a Separation from Service on account of Disability shall be paid in the month following the month containing the 6-month anniversary of the date of such Separation from Service; or (iii) achievement of the annual Performance Conditions during the Performance Period as specified herein (and regardless of whether Retirement Eligible Awardee Separates from Service on account of Retirement) shall be paid in [August 20XX]; or (iv) a Change in Control shall be paid in accordance with Section 4.d above only to the extent such event qualifies as a change in the ownership or effective control of the Company, or a change in the ownership of a substantial portion of the assets of the Company, as applicable, within the meaning of Treas. Reg. § 1.409A-3(i)(5).

5. Change in Awardee’s Status.

a. Death or Disability. In the event an Awardee Separates from Service during the Performance Period on account of death or Disability, the Service Condition will be waived. For completed fiscal years, Awardee shall be entitled to receive payment for any Stock Units that have been earned based on the achievement of the Performance Conditions applicable to such fiscal year. For fiscal years not completed, the Performance Conditions will be deemed to have been achieved at the target level and the Awardee will be deemed to have earned for each such fiscal year a number of Stock Units that were able to be earned for such fiscal year.

In the event an Awardee Separates from Service during the period between the end of the Performance Period and the Payment Date on account of death or Disability, the Service Condition will be waived and the Awardee shall be entitled to receive payment for any Stock Units that have been earned based on the achievement of the Performance Conditions prior to the date of death or Disability.

b. Retirement. In the event a Retirement Eligible Awardee Separates from Service on account of Retirement during the Performance Period, the amount of this Award to be paid, if any, will be determined as follows. For completed fiscal years, Awardee shall be entitled to receive payment for any Stock Units that have been earned based on the achievement of the Performance Conditions applicable to such fiscal year. For the fiscal year in which the Separation from Service occurs, the Awardee will be entitled to receive payment for a number of Stock Units determined by multiplying (x) the number of Stock Units that are earned based on the achievement of the Performance Conditions applicable to such fiscal year, times (y) the fraction equal to the number of completed months starting with July 1st of the fiscal year in which the Separation from Service occurs and ending with the month of the Awardee’s

Retirement, divided by 12. All other Stock Units granted under this Award, including Stock Units that could have been earned for fiscal years after the fiscal year in which the Separation from Service occurred, shall be cancelled and forfeited without payment by the Company or any Affiliate.

c. All Other Separations from Service. In the event an Awardee Separates from Service for any other reason (other than death, Disability, or Retirement), including, but not limited to, voluntarily by the Awardee or involuntarily by the Company with or without cause, prior to the Payment Date, all Stock Units granted to the Awardee shall be cancelled and forfeited, whether payable or not, without payment by the Company or any Affiliate.

6. The Stock Units will be entitled to receive Dividend Equivalents, which will be subject to all conditions and restrictions applicable to the underlying Stock Units to which they relate. Dividend Equivalents will accrue during the Performance Period. At the end of each fiscal year, Dividend Equivalents will be earned only for Stock Units that are earned or deemed earned under this Award for that fiscal year. With respect to Stock Units that are not earned for a fiscal year (because the applicable Performance Conditions are not satisfied or otherwise), Dividend Equivalents that were accrued for those Stock Units will be cancelled and forfeited along with the Stock Units and underlying Shares, without payment by the Company or any Affiliate. Dividend Equivalents will be paid in cash at such time as the underlying Stock Units to which they relate are paid.

7. The Stock Units may not be sold, assigned, pledged, exchanged, hypothecated, gifted or otherwise transferred, encumbered or disposed of prior to the Payment Date, except as described herein or in the Plan.

8. The Shares underlying the Stock Units shall not be sold or otherwise disposed of in any manner that would constitute a violation of any applicable federal or state securities laws. The Company may refuse to register a transfer of the Shares on the stock transfer records of the Company if the transfer constitutes a violation of any applicable securities law and the Company may give related instructions to its transfer agent, if any, to stop registration of the transfer of the Shares.

9. This Performance Unit Award is intended to comply with Section 409A of the Internal Revenue Code (which deals with nonqualified deferred compensation) or an exception thereto and the regulations promulgated thereunder and will be construed accordingly. To the extent a payment is subject to Section 409A and not excepted therefrom, such payment shall be treated as made on the specified date of payment if such payment is made at such date or a later date in the same calendar year or, if later, by the 15th day of the third calendar month following the specified date of payment, as provided and in accordance with Treas. Reg. § 1.409A-3(d). An Awardee shall have no right to designate the date of any payment under this Award. The Company reserves the right to administer, amend or modify the Award or to take any other action necessary or desirable to enable the Award to be interpreted and construed accordingly. Notwithstanding the foregoing, the Awardee acknowledges and agrees that Section 409A may impose upon the Awardee certain taxes or interest charges for which the Awardee is and shall remain solely responsible.

10. All other terms and conditions applicable to this Award are contained in the Plan. A copy of the Plan and related Prospectus is available on the Kennametal InfoNet in the Shared Services - Human Resources Portal under the Total Rewards tab, as well as on your account page at www.Fidelity.com under Plan Information and Documents.

KENNAMETAL INC.

By: Kevin G. Nowe
Title: Vice President, Secretary and General Counsel

Exhibit A

Performance Conditions for FYXX LTIP Performance Unit Awards

[Financial Metric]

	FYXX	FYXX	FYXX
Maximum	*******	*******	*******
Target	*******	*******	*******
Threshold	*******	*******	*******

Note: The table sets forth the three year period beginning July 1, 20XX and ending June 30 20XX ("Performance Period") referenced in the Performance Unit Award Agreement to which this Exhibit A is attached.

Performance Conditions Payout Table

Maximum Performance	**120%**	**120%**	**120%**
Payout at Maximum	**200%**	**200%**	**200%**
Target Performance	**100%**	**100%**	**100%**
Payout at Target	**100%**	**100%**	**100%**
Threshold Performance	**80%**	**80%**	**80%**
Payout at Threshold	**50%**	**50%**	**50%**

Note: Interpolation between values shown in the above table will be made on a straight line basis. There will be no payment for performance below Threshold, and no additional payment for performance above Maximum.

Exhibit 10.3

KENNAMETAL INC.

RESTRICTED UNIT AWARD

Grant Date: ____________________

Kennametal Inc. (the “Company”) hereby grants to «name» (the “Awardee”), as of the Grant Date listed above, this Restricted Unit Award (the “Award”) for «number of stock units» Stock Units, subject to the terms and conditions of the Kennametal Inc. Stock and Incentive Plan of 2010 (the “Plan”) and the additional terms listed below. Capitalized terms used herein, but not otherwise defined, shall have the same meaning ascribed to them in the Plan.

1. Each Stock Unit represents the right to receive one Share of the Company’s Capital Stock, par value $1.25 per share, subject to the Forfeiture Restrictions (defined below). Notwithstanding, Stock Units as initially awarded have no independent economic value, but rather are mere units of measurement used for purpose of calculating the number of Shares, if any, to be delivered under the Award.

2. The prohibition against transfer and the obligation to forfeit and surrender the Stock Units to the Company are herein referred to as “Forfeiture Restrictions.” The Stock Units may not be sold, assigned, pledged, exchanged, hypothecated, gifted or otherwise transferred, encumbered or disposed of, except as described in the Plan, to the extent then subject to the Forfeiture Restrictions. The Forfeiture Restrictions will be binding upon, and enforceable against, any permitted transferee of the Stock Units.

3. Provided that the Awardee does not Separate from Service and maintains Continuous Status as an Employee from the Grant Date through the lapse date, the Forfeiture Restrictions will lapse as follows: (a) on the first anniversary of the Grant Date, one-fourth (1/4) of the Stock Units will vest and the Forfeiture Restrictions will lapse as to those Stock Units; (b) on the second anniversary of the Grant Date, an additional one-fourth (1/4) of the Stock Units will vest and the Forfeiture Restrictions will lapse as to those Stock Units; (c) on the third anniversary of the Grant Date, an additional one-fourth (1/4) of the Stock Units will vest and the Forfeiture Restrictions will lapse as to those Stock Units; and (d) on the fourth anniversary of the Grant Date, the remaining one-fourth (1/4) of the Stock Units will vest and the Forfeiture Restrictions will lapse as to those Stock Units.

4. The Stock Units, to the extent then subject to the Forfeiture Restrictions, will be forfeited to the Company upon Separation from Service for any reason other than death, Disability or Retirement. In the event that the Awardee Separates from Service as a result of death, Disability or Retirement, the Forfeiture Restrictions relating to any outstanding Stock Units under this Award will automatically lapse. Notwithstanding the foregoing or any provisions of this Award or the Plan to the contrary, for U.S. participants, where a Separation from Service due to Disability or Retirement has occurred, the delivery of any Shares underlying this Award will be delayed and delivered on the six (6) month anniversary of the Awardee’s Separation from Service, subject to the Awardee’s satisfaction of all applicable income and employment withholding taxes.

5. Except as otherwise provided herein, the shares of Company Capital Stock (the “Shares”) underlying Stock Units which are no longer subject to Forfeiture Restrictions shall be issued to the Awardee on the lapse date (or as soon as reasonably practicable thereafter but in no event later than the

15th day of the third month following such date), subject to the Awardee's satisfaction of all applicable income and employment withholding taxes.

6. The Shares underlying Stock Units shall not be sold or otherwise disposed of in any manner that would constitute a violation of any applicable federal or state securities laws. The Company may refuse to register a transfer of the Shares on the stock transfer records of the Company if the transfer constitutes a violation of any applicable securities law and the Company may give related instructions to its transfer agent, if any, to stop registration of the transfer of the Shares.

7. This Restricted Unit Award is intended to comply with Section 409A of the Internal Revenue Code (which deals with nonqualified deferred compensation) or an exception thereto and the regulations promulgated thereunder and will be construed accordingly. The Company reserves the right to administer, amend or modify the Award or to take any other action necessary or desirable to enable the Award to be interpreted and construed accordingly. Notwithstanding the foregoing, the Awardee acknowledges and agrees that Section 409A may impose upon the Awardee certain taxes or interest charges for which the Awardee is and shall remain solely responsible.

8. All other terms and conditions applicable to this Award are contained in the Plan. A copy of the Plan and related Prospectus is available on the Kennametal InfoNet in the Shared Services — Human Resources Portal under the Total Rewards tab, as well as on your account page at www.Fidelity.com under Plan Information and Documents.

KENNAMETAL INC.

By: Kevin G. Nowe
Title: Vice President, Secretary and General Counsel

KENNAMETAL INC.

RESTRICTED UNIT AWARD

FOR NON-EMPLOYEE DIRECTORS

Grant Date: ____________________

Kennametal Inc. (the "Company") hereby grants to «name» (the "Awardee"), as of the Grant Date listed above, this Restricted Unit Award (the "Award") for «number of stock units» Stock Units, subject to the terms and conditions of the Kennametal Inc. Stock and Incentive Plan of 2010 (the "Plan") and the additional terms listed below. Capitalized terms used herein, but not otherwise defined, shall have the same meaning ascribed to them in the Plan.

1. Each Stock Unit represents the right to receive one Share of the Company's Capital Stock, par value $1.25 per share, subject to the Forfeiture Restrictions (defined below). Notwithstanding, Stock Units as initially awarded have no independent economic value, but rather are mere units of measurement used for purpose of calculating the number of Shares, if any, to be delivered under the Award.

2. The prohibition against transfer and the obligation to forfeit and surrender the Stock Units to the Company are herein referred to as "Forfeiture Restrictions." The Stock Units may not be sold, assigned, pledged, exchanged, hypothecated, gifted or otherwise transferred, encumbered or disposed of, except as described in the Plan, to the extent then subject to the Forfeiture Restrictions. The Forfeiture Restrictions will be binding upon, and enforceable against, any permitted transferee of the Stock Units.

3. The Forfeiture Restrictions will lapse as follows: (a) on the first anniversary of the Grant Date, one-third (1/3) of the Stock Units will vest and the Forfeiture Restrictions will lapse as to those Stock Units; (b) on the second anniversary of the Grant Date, an additional one-third (1/3) of the Stock Units will vest and the Forfeiture Restrictions will lapse as to those Stock Units; and (c) on the third anniversary of the Grant Date, the remaining one-third (1/3) of the Stock Units will vest and the Forfeiture Restrictions will lapse as to those Stock Units.

4. In the event that the Awardee ceases to serve on the Board of Directors for any reason (including death, Disability or Retirement) other than for "cause" (as defined in the Plan"), the Forfeiture Restrictions relating to any outstanding Stock Units under this Award will automatically lapse. If the Awardee is removed from the Board of Directors for "cause," the Stock Units, to the extent then subject to the Forfeiture Restrictions, will be forfeited to the Company. Notwithstanding the foregoing or any provisions of this Award or the Plan to the contrary, for U.S. participants, where a cessation from service on the Board due to Disability or Retirement has occurred, the delivery of any Shares underlying this Award will be delayed and delivered on the six (6) month anniversary of the Awardee's cessation from service, subject to the Awardee's satisfaction of all applicable income and employment withholding taxes.

5. Except as otherwise provided herein, the shares of Company Capital Stock (the "Shares") underlying Stock Units which are no longer subject to Forfeiture Restrictions shall be issued to the Awardee on the lapse date (or as soon as reasonably practicable thereafter but in no event later than the 15th day of the third month following such date).

6. The Shares underlying Stock Units shall not be sold or otherwise disposed of in any manner that would constitute a violation of any applicable federal or state securities laws. The Company may refuse to register a transfer of the Shares on the stock transfer records of the Company if the transfer constitutes a violation of any applicable securities law and the Company may give related instructions to its transfer agent, if any, to stop registration of the transfer of the Shares.

7. This Restricted Unit Award is intended to comply with Section 409A of the Internal Revenue Code (which deals with nonqualified deferred compensation) or an exception thereto and the regulations promulgated thereunder and will be construed accordingly. The Company reserves the right to administer, amend or modify the Award or to take any other action necessary or desirable to enable the Award to be interpreted and construed accordingly. Notwithstanding the foregoing, the Awardee acknowledges and agrees that Section 409A may impose upon the Awardee certain taxes or interest charges for which the Awardee is and shall remain solely responsible.

8. All other terms and conditions applicable to this Award are contained in the Plan. A copy of the Plan and related Prospectus is available on your account page at www.Fidelity.com under Plan Information and Documents.

KENNAMETAL INC.

By: Kevin G. Nowe
Title: Vice President, Secretary and General Counsel

KENNAMETAL INC.

NONSTATUTORY STOCK OPTION AWARD

Grant Date: ______________

Kennametal Inc. (the “Company”) hereby grants to «name» (the “Optionee”), as of the Grant Date listed above, this Nonstatutory Stock Option Award (the “Option”) to purchase «number of stock options» shares of the Company’s Capital Stock, par value $1.25 per share (the “Shares”), at the price of $XX.XX per Share, subject to the terms and conditions of the Kennametal Inc. Stock and Incentive Plan of 2010 (the “Plan”) and the additional terms listed below. Capitalized terms used herein, but not otherwise defined, shall have the same meaning ascribed to them in the Plan.

1. The Option must be exercised within ten (10) years from the Grant Date and only at the times and for the number of Shares as follows: (a) prior to the first anniversary of the Grant Date, the Option is not exercisable as to any Shares; (b) on the first anniversary of the Grant Date, one-fourth (1/4) of the Shares under the Option will vest and become exercisable; (c) on the second anniversary of the Grant Date, an additional one-fourth (1/4) of the Shares under the Option will vest and become exercisable; (d) on the third anniversary of the Grant Date, an additional one-fourth (1/4) of the Shares under the Option will vest and become exercisable; and (e) on the fourth anniversary of the Grant Date, the remaining one-fourth (1/4) of the Shares under the Option will vest and become exercisable.

2. This Option is intended to be exempt from coverage under Section 409A of the Internal Revenue Code (which deals with nonqualified deferred compensation) and the regulations promulgated thereunder, and the Company reserves the right to administer, amend or modify the Option or to take any other action necessary or desirable to enable the Option to be interpreted and construed accordingly. Notwithstanding the foregoing, the Optionee acknowledges and agrees that Section 409A may impose upon the Optionee certain taxes or interest charges for which the Awardee is and shall remain solely responsible.

3. All other terms and conditions applicable to this Option are contained in the Plan. A copy of the Plan and related Prospectus is available on the Kennametal Infonet in the Shared Services - Human Resources Portal under the Total Rewards tab, as well as on your account page at www.Fidelity.com under Plan Information and Documents.

KENNAMETAL INC.

By: Kevin G. Nowe
Title: Vice President, Secretary and General Counsel

Exhibit 10.6

KENNAMETAL INC.

NONSTATUTORY STOCK OPTION AWARD

FOR NON-EMPLOYEE DIRECTORS

Grant Date: ______________

Kennametal Inc. (the “Company”) hereby grants to «name» (the “Optionee”), as of the Grant Date listed above, this Nonstatutory Stock Option Award (the “Option”) to purchase «number of stock options» shares of the Company’s Capital Stock, par value $1.25 per share (the “Shares”), at the price of $XX.XX per Share, subject to the terms and conditions of the Kennametal Inc. Stock and Incentive Plan of 2010 (the “Plan”) and the additional terms listed below. Capitalized terms used herein, but not otherwise defined, shall have the same meaning ascribed to them in the Plan.

1. The Option must be exercised within ten (10) years from the Grant Date and only at the times and for the number of Shares as follows: (a) prior to the first anniversary of the Grant Date, the Option is not exercisable as to any Shares; (b) on the first anniversary of the Grant Date, one-third (1/3) of the Shares under the Option will vest and become exercisable; (c) on the second anniversary of the Grant Date, an additional one-third (1/3) of the Shares under the Option will vest and become exercisable; and (d) on the third anniversary of the Grant Date, the remaining one-third (1/3) of the Shares under the Option will vest and become exercisable.

2. This Option is intended to be exempt from coverage under Section 409A of the Internal Revenue Code (which deals with nonqualified deferred compensation) and the regulations promulgated thereunder, and the Company reserves the right to administer, amend or modify the Option or to take any other action necessary or desirable to enable the Option to be interpreted and construed accordingly. Notwithstanding the foregoing, the Optionee acknowledges and agrees that Section 409A may impose upon the Optionee certain taxes or interest charges for which the Awardee is and shall remain solely responsible.

3. All other terms and conditions applicable to this Option are contained in the Plan. A copy of the Plan and related Prospectus is available on your account page at www.Fidelity.com under Plan Information and Documents.

KENNAMETAL INC.

By: Kevin G. Nowe

Title: Vice President, Secretary and General Counsel

Exhibit 31.1

I, Carlos M. Cardoso, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Kennametal Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d -15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 8, 2011

/s/ Carlos M. Cardoso
Carlos M. Cardoso
Chairman, President and Chief Executive Officer

Exhibit 31.2

I, Frank P. Simpkins, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Kennametal Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d -15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: February 8, 2011

/s/ Frank P. Simpkins
Frank P. Simpkins
Vice President and Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Kennametal Inc. (the “Corporation”) on Form 10-Q for the period ended December 31, 2010, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), each of the undersigned officers of the Corporation certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge:

1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Corporation.

/s/ Carlos M. Cardoso
Carlos M. Cardoso
Chairman, President and Chief Executive Officer

February 8, 2011

/s/ Frank P. Simpkins
Frank P. Simpkins
Vice President and Chief Financial Officer

February 8, 2011

*This certification is made solely for purposes of 18 U.S.C. Section 1350, subject to the knowledge standard contained therein, and not for any other purpose.