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

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **November 7, 2006**

**Kennametal Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Pennsylvania**  
(State or other jurisdiction  
of incorporation)

**1-5318**  
(Commission File Number)

**25-0900168**  
(IRS Employer  
Identification No.)

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

**15650-0231**  
(Zip code)

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

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

5.1 Opinion of Buchanan Ingersoll & Rooney PC

23.1 Consent of Buchanan Ingersoll & Rooney PC (included in Exhibit 5.1)

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**Signatures**

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

KENNAMETAL INC.

By: /s/ David W. Greenfield  
David W. Greenfield  
Vice President, Secretary and  
General Counsel

Date: November 7, 2006

November 7, 2006

Kennametal, Inc.  
1600 Technology Way  
Latrobe, PA 15650  
Attn: David Greenfield  
Vice President, Secretary  
and General Counsel

Dear David:

We have acted as counsel to Kennametal, Inc., a Pennsylvania corporation (the "Corporation"), in connection with the proposed issuance (or issuance) by the Corporation of up to 500,000 shares (the "Shares") of the Corporation's capital stock \$1.25 par value per share (the "Capital Stock"), pursuant to the terms of the Kennametal Inc. Dividend Reinvestment Plan (the "Plan").

As special counsel for the Company, we have examined such corporate records, certificates, other documents, and questions of law as we have considered necessary or appropriate for the purposes of this opinion. In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such copies.

Based on the foregoing, we are of the opinion that when the Shares have been issued and sold and the consideration is received therefore by the Corporation pursuant to the terms of the Plan, the Shares will be validly issued, fully paid and non-assessable.

We express no opinion as to the applicability or compliance with or effect of federal law or the law of any other jurisdiction other than the Business Corporation Law of Pennsylvania.

We consent to the filing of this opinion as an exhibit to the Registration Statement on Form S-3 filed on November 21, 1997 (file number 333-40809), as amended and supplemented (the "Registration Statement"). In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended (the "Securities Act") or the rules and regulations of the Securities and Exchange Commission.

This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

This opinion has been prepared for your use in connection with the possible sale of the Shares, and speaks as of the date hereof. We assume no obligation to advise of you any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify the opinions expressed herein.

It is understood that this opinion is to be used only in connection with the sale of the Shares while the Registration Statement is in effect.

Very truly yours,

BUCHANAN INGERSOLL & ROONEY PC

By: /s/ Ronald Basso