

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>HELD A PETER</b>  (Last) (First) (Middle) <b>COOPER TOOLS</b> <b>670 INDUSTRIAL DRIVE</b>  (Street) <b>LEXINGTON SC 29072</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>KENNAMETAL INC [ KMT ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/25/2003</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <b>08/26/2003</b>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Credits	\$0	08/25/2003		A	110.4436 <sup>(1)</sup>	(2)	(3)	Common Stock	110.4436	\$39.115	379.716	D	

**Explanation of Responses:**

- On August 25, 2003, pursuant to the Kennametal Inc. Directors Stock Incentive Plan, Kennametal Inc. granted the reporting person 379.7160 stock credits. A Form 4 to report the transaction was timely filed, but 110.4436 stock credits were not reflected in the total due to a clerical error.
- Under the Kennametal Inc. Directors Stock Incentive Plan ("Plan"); (i) Capital Stock shall be substituted for the Stock Credits (a) in the event of any actual or threatened change in control of the company, or (b) as soon as practicable, following the date that such non-employee director ceases (other than by reason of death) to be a non-employee director ("retirement"); (ii) a non-employee director may elect to receive the Capital Stock represented by the Stock Credits in monthly or annual installments following retirement; and (c) in the event of the death of the non-employee director, the Stock Credit account to which he or she was entitled shall be converted to cash and distributed in a lump sum to such person(s) or the survivors thereof.
- Under the Kennametal Inc. Directors Stock Incentive Plan ("Plan"); (i) Capital Stock shall be substituted for the Stock Credits (a) in the event of any actual or threatened change in control of the company, or (b) as soon as practicable, following the date that such non-employee director ceases (other than by reason of death) to be a non-employee director ("retirement"); (ii) a non-employee director may elect to receive the Capital Stock represented by the Stock Credits in monthly or annual installments following retirement; and (c) in the event of the death of the non-employee director, the Stock Credit account to which he or she was entitled shall be converted to cash and distributed in a lump sum to such person(s) or the survivors thereof.

By: David W. Greenfield For: A. Peter Held 09/10/2003

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.