SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 Ad Simpkins I		2. Date of Event Requiring Statement Month/Day/Year) 02/18/2006		3. Issuer Name and Ticker or Trading Symbol <u>KENNAMETAL INC</u> [KMT]						
(Last) (First) (Middle) 1600 TECHNOLOGY WAY					4. Relationship of Reporting Perso (Check all applicable) Director	10% Owne	er (Moi	5. If Amendment, Date of Original Filed (Month/Day/Year)		
P.O. BOX 23				X Officer (give title below)	Other (spe below)	2 0. III	dividual or Joint licable Line)	Group Filing (Check		
(Street)				VP and Corporate C	Controller	Х		y One Reporting Person		
LATROBE PA 15650								Form filed b Reporting P	y More than One erson	
(City)	(State)	(Zip)								
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect (Instr. 5)	cṫ (D) (Instr	ture of Indirect Beneficial Ownership : 5)		
Common Stock					18,227.977	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiratio Date	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Stock Option (right to buy)			07/30/2001	07/29/200	8 Common Stock	250	31.6875	D		
Stock Option (right to buy)			07/31/2003	07/30/201	1 Common Stock	5,000	38.435	D		
Stock Option (right to buy)			08/26/2004	07/28/2013	3 Common Stock	5,000	38.71	D		
Stock Option (right to buy)			08/26/2004	05/08/2012	2 Common Stock	5,000	40.685	D		
Stock Option (right to buy)			07/27/2006	07/26/2014	4 Common Stock	4,000	40.975	D		
Stock Option (right to buy)			(1)	09/19/201	5 Common Stock	2,400	48.375	D		
Stock Option (right to buy)			07/31/1997	07/30/2003	7 Common Stock	1,000	48.5625	D		
Stock Option (right to buy)			(2)	07/25/201	5 Common Stock	1,949	50.605	D		

Explanation of Responses:

1. The option vests in four equal annual installments commencing on 9/19/06.

2. The option vests in four equal annual installments commencing on 7/25/06.

<u>By: David W. Greenfield For:</u> <u>Frank P. Simpkins</u>

02/21/2006

** 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 5 (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.

POWER OF ATTORNEY

I, Frank P. Simpkins, appoint David W. Greenfield, Kevin G. Nowe, Jennifer L. Mcdonough and Susan E. Melbourne, signing singly, attorney-in-fact to:

- (1) Execute on my behalf and in my capacity as a director and/or an office of Kennametal Inc., a Pennsylvania corporation (the "Company"), Forms 3, 4 and 5 (the "Form" or "Forms") in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Act") and the rules thereunder; and
- (2) Perform any and all acts on my behalf which may be necessary or desirable to complete and execute any Form and timely file such Form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) Take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by me, it being understood that the documents executed by such attorney-in-fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

I grant to each such attorney-in-fact full power and authority to do and perform any act necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present. I ratify and confirm all that such attorney-in-fact shall lawfully do by the rights and powers granted by this Power of Attorney. Each attorney-in-fact shall have full power of substitution or revocation.

I acknowledge that the attorneys-in-fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, any of my responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until I am no longer required to file the Forms with respect to my holdings of and transactions in securities issued by the Company, unless I earlier revoke it in a signed writing delivered to the Office of the Secretary of the Company for distribution to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of February, 2006.

FRANK P. SIMPKINS FRANK P. SIMPKINS