

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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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

<b>1. Name and Address of Reporting Person*</b> <u>GRASBERGER F NICHOLAS III</u> _____ (Last) (First) (Middle) 1600 TECHNOLOGY WAY POST OFFICE BOX 231 _____ (Street) LATROBE PA 15650 _____ (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>KENNAMETAL INC [ KMT ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 07/29/2003	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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			
Common Stock	07/29/2003		A		5,000	A	\$0	46,345.5743 <sup>(1)</sup>	D	

**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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Credits	\$0	07/29/2003		A		1,614.5699		01/01/2010	01/01/2010	Common Stock	1,614.5699	(2)	12,013.051 <sup>(3)</sup>	D	

**Explanation of Responses:**

- The amount of securities beneficially owned following the reported transaction includes 152.75 shares acquired pursuant to the Kennametal Inc. Thrift Plan (a tax-conditioned plan exempt under Rule 16b-3(c)).
- The reporting person received the reported stock credits in lieu of a cash bonus otherwise payable to the reporting person pursuant to the Kennametal Inc. Performance Bonus Stock Plan of 1995.
- This amount includes 215.9918 of stock credits acquired pursuant to a dividend reinvestment feature of the Kennametal Inc. Performance Bonus Stock Plan of 1995, the terms of which are substantially similar to the Dividend Reinvestment Plan available to Kennametal's shareholders (exempt pursuant to Rule 16a-11 of the Securities Exchange Act of 1934).

s/F. Nicholas Grasberger, III      07/31/2003

\*\* 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.

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