

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

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

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

<b>1. Name and Address of Reporting Person*</b> <u>BREISINGER JAMES R</u> <hr/> (Last) (First) (Middle) <u>1600 TECHNOLOGY WAY</u> <u>P.O. BOX 231</u> <hr/> (Street) <u>LATROBE PA 15650</u> <hr/> (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 Officer (give title below) <input checked="" type="checkbox"/> _____ Other (specify below) _____ <p style="text-align: center;"><b>Vice President</b></p>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>01/01/2006</u>	
	<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	01/01/2006		M		9,844.0351	A	\$0	55,562.7655	D	
Common Stock	01/01/2006		F		3,847	D	\$51.01	51,715.7655 <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	Amount or Number of Shares				
Stock Credits	(2)	01/01/2006		M			9,844.0351	01/01/2006	(3)	Common Stock	9,844.0351	\$0	336.9392 <sup>(4)</sup>	D	

**Explanation of Responses:**

- Includes 122.4134 shares acquired pursuant to tax-conditioned plans (exempt under Rule 16b-3(c)).
- 1-for-1
- 01/01/06
- The amount in Column 9 includes 77.8714 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).

By: David W. Greenfield For: James R. Breisinger 01/03/2006

\*\* 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 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.