SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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

1. Name and Address of Reporting Person* <u>NEWLIN WILLIAM R</u>			2. Issuer Name and Ticker or Trading Symbol <u>KENNAMETAL INC</u> [KMT]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) (Middle) C/O NEWLIN INVESTMENT COMPANY LLC 441 BEAVER STREET SUITE 202		COMPANY LLC	- 3. Date of Earliest Transaction (Month/Day/Year) 08/20/2008		Officer (give title below)	Other (specify below)				
		£ 202	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	6. Individual or Joint/Group Filing (Check App Line)					
(Street) SEWICKLEY	РА	15143	_	X	Form filed by One Re Form filed by More that Person	0				
(City)	(State)	(Zip)								

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

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

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

2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Derivative		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	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		(Instr. 4)			
(1)	08/20/2008		Α		363.8853		(2)	(2)	Common Stock	363.8853	\$34.695	95,835.798 ⁽³⁾	D		
	or Exercise Price of Derivative Security (1)	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (1) 08/20/2008 Execution Date, if any (Month/Day/Year)	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transa Code (8) (1) 08/20/2008 A	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) 1 08/20/2008 A	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Scurities Acquired or Dispos of (D) (Inst 4 and 5) (1) 08/20/2008 A A 363.8853	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (1) 08/20/2008 A A 363.8853	Conversion or Exercise Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Expiration Date (Month/Day/Year) (1) 08/20/2008 A A 363.8853 (2)	Conversion or Exercise Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Month/Day/Year) Drawsities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Expiration Date (Month/Day/Year) (1) 08/20/2008 Image: Comparison of the co	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) Expiration Date (Month/Day/Year) Securities Derivative (Instr. 3 ar or Disposed) Expiration Date (Month/Day/Year) Securities Derivative (Instr. 3 ar (1) 08/20/2008 Image: Amount of the	Conversion or Exercise Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Nonth/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) Expiration Date (Month/Day/Year) Securities Underlying Derivative Security 0 Date Date Date Date Date Derivative (Month/Day/Year) Securities Derivative Security Securities (Month/Day/Year) Securities Derivative Security Securities (Month/Day/Year) Securities Derivative Security Securities (Month/Day/Year) Securities (Month/Day/Year) Securities Derivative Security Securities (Month/Day/Year) Securities Derivative Security Securities (Month/Day/Year) Securities (Month/Day/Year)	$ \begin{array}{ c c c c c } \hline Concernment & Concernmen$	$ \begin{array}{ c c c c c } \hline Conversion or Exercise price of berivative security \\ Security \\ \hline \\ 100000000000000000000000000000000$	Conversion or Exercise Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code $1 \\ 0 \\ 0 \\ 0 \\ 0 \\ 0 \\ 0 \\ 0 \\ 0 \\ 0 \\ $	

Explanation of Responses:

1. 1-for-1

2. The stock credits become payable in common stock: (i) in the event of a change of control of the company; or (ii) on the date that the reporting person ceases (other than by reason of death) to be an director ("retirement"), unless the reporting person has elected to receive the common stock represented by the stock credits following retirement.

3. Includes 329.0719 of stock credits acquired pursuant to a dividend reinvestment feature of the Kennametal Inc. Directors Stock Incentive Plan, as amended. The Company maintains a separate Dividend Reinvestment Plan available to its shareholders that satisfies the requirements of Rule 16a-11 of the Securities Exchange Act of 1934, as amended.

By: David W. Greenfield For: William R. Newlin

08/21/2008 Date

** Signature of Reporting Person

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.