

As filed with the Securities and Exchange Commission on November 9, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C. 20549

FORM S-8REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**KENNAMETAL INC.****Pennsylvania**
(State or jurisdiction of
Incorporation or organization)**25-0900168**
(I.R.S. Employer
Identification No.)**World Headquarters**
1600 Technology Way
P.O. Box 231
Latrobe, Pennsylvania 15650-0231
(Address of principal executive offices)**KENNAMETAL INC.**
STOCK AND INCENTIVE PLAN OF 2002
(Full title of the plan)**David W. Greenfield, Esquire**
Vice President, Secretary and General Counsel
Kennametal Inc.
World Headquarters
1600 Technology Way
P.O. Box 231
Latrobe, Pennsylvania 15650-0231
(Name and address of agent for service)
724-539-5000
(Telephone number of agent for service)**Copies of communications to:**
Ronald Basso, Esquire
Buchanan Ingersoll PC
One Oxford Centre
301 Grant Street, 20th Floor
Pittsburgh, PA 15219-1410
412-562-8800**CALCULATION OF REGISTRATION FEE**

Title of Securities To Be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Capital Stock ⁽¹⁾ (par value \$1.25 per share)	2,000,000 shares	\$47.60 ⁽²⁾	\$95,200,000	\$12,061.84 ⁽³⁾

- (1) Includes Preferred Stock Purchase Rights. Prior to the occurrence of certain events, such rights will not be exercisable or evidenced separately from the Capital Stock.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h). In accordance with Rule 457(h), such price is the average of the high and low sale prices for the Capital Stock as quoted on the New York Stock Exchange on November 3, 2004.
- (3) Calculated pursuant to Section 6(b) of the Securities Act of 1933.

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INCORPORATION OF PRIOR REGISTRATION STATEMENTS BY REFERENCE

Kennametal Inc. (the "Corporation") hereby incorporates by reference into this Registration Statement the information contained in the Corporation's earlier Registration Statement, File No. 333-100867, relating to the Corporation's Stock and Incentive Plan of 2002; provided, however, that with respect to Part II, Item 5 therein, Mr. William R. Newlin is no longer the Managing Director or a shareholder of Buchanan Ingersoll PC.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Unity Township, Westmoreland County, Commonwealth of Pennsylvania, on this 9th day of November, 2004.

KENNAMETAL INC.

By: /s/ David W. Greenfield

David W. Greenfield
Vice President, Secretary and
General Counsel

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Markos I. Tambakeras and David W. Greenfield, and each of them, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and revocation, for such person and in such person's name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments to this Registration Statement) and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agent or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on this 9th day of November, 2004.

Signature

Capacity

/s/ Markos I. Tambakeras
Markos I. Tambakeras

Chairman, President and Chief Executive Officer

/s/ F. Nicholas Grasberger, III
F. Nicholas Grasberger, III

Vice President and Chief Financial Officer

/s/ Timothy A. Hibbard
Timothy A. Hibbard

Corporate Controller and Chief Accounting Officer

/s/ Peter B. Bartlett
Peter B. Bartlett

Director

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<u>/s/ Ronald M. DeFeo</u> Ronald M. DeFeo	Director
<u>/s/ A. Peter Held</u> A. Peter Held	Director
<u>/s/ Kathleen J. Hempel</u> Kathleen J. Hempel	Director
<u>/s/ William R. Newlin</u> William R. Newlin	Director
<u>/s/ Lawrence W. Stranghoener</u> Lawrence W. Stranghoener	Director
<u>/s/ Larry D. Yost</u> Larry D. Yost	Director

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
4.01	Rights Agreement, effective as of November 2, 2000 (incorporated by reference to Exhibit 1 of Form 8-A filed on October 10, 2000)
4.02	First Amendment to Rights Agreement, made and entered into as of October 6, 2004 (incorporated by reference to Exhibit 4.1 of Form 8-K filed on October 6, 2004)
5.01	Opinion of Buchanan Ingersoll PC
10.01	Stock and Incentive Plan of 2002, as amended (incorporated by reference to Exhibit 10.1 of Form 8-K filed on October 27, 2004)
23.01	Consent of Independent Registered Public Accounting Firm
23.02	Consent of Buchanan Ingersoll PC (contained in opinion filed as Exhibit 5.01 hereto)
24.01	Powers of Attorney (contained herein on the signature page)

November 9, 2004

Board of Directors
Kennametal Inc.
1600 Technology Way
P.O. Box 231
Latrobe, PA 15650

Ms. Hempel and Gentlemen:

We have acted as counsel to Kennametal Inc., a Pennsylvania corporation (the "Corporation"), in connection with the proposed issuance by the Corporation of an additional 2,000,000 shares (the "Shares") of the Corporation's capital stock, par value \$1.25 per share, pursuant to the terms of the Kennametal Inc. Stock and Incentive Plan of 2002, as amended (the "Plan").

In connection with such proposed issuance, we have examined the Plan, the Amended and Restated Articles of Incorporation of the Corporation, as amended, the By-Laws of the Corporation, as amended, the relevant corporate proceedings of the Corporation, the registration statement on Form S-8 covering the issuance of the Shares, and such other documents, records, certificates of public officials, statutes and decisions as we consider necessary to express the opinions contained herein. In the examination of such documents, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to those original documents of all documents submitted to us as certified or photostatic copies.

Based on the foregoing, we are of the opinion that when the Shares have been duly issued and delivered pursuant to the terms of the Plan, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

BUCHANAN INGERSOLL PC

By: /s/ Ronald Basso

Ronald Basso

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated August 16, 2004 relating to the financial statements and financial statement schedule of Kennametal Inc., which appear in Kennametal Inc.'s Annual Report on Form 10-K for the year ended June 30, 2004.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Pittsburgh, Pennsylvania

November 9, 2004