

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

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

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 Address of Reporting Person* <b>HELD A PETER</b>  (Last) (First) (Middle) <b>COOPER TOOLS</b> <b>670 INDUSTRIAL DRIVE</b>  (Street) <b>LEXINGTON SC 29072</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>KENNAMETAL INC [ KMT ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/25/2003</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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			

**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 <sup>(1)</sup>	\$0	08/25/2003		A		269.2724		(2)	(3)	Common Stock	269.2724	\$39.115	269.2724	D	

**Explanation of Responses:**

- The number of securities reported in Column 9 includes 13.6160 of stock credits acquired pursuant to a dividend reinvestment feature of the Kennametal Inc. Directors Stock Incentive Plan, 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). Please note that this footnote is included in Column 1 because the filing system currently used does not support footnotes to Column 9.
- Under the Kennametal Inc. Directors Stock Incentive Plan ("Plan"); (i) Capital Stock shall be substituted for the Stock Credits (a) in the event of any actual or threatened change in control of the company, or (b) as soon as practicable, following the date that such non-employee director ceases (other than by reason of death) to be a non-employee director ("retirement"); (ii) a non-employee director may elect to receive the Capital Stock represented by the Stock Credits in monthly or annual installments following retirement; and (c) in the event of the death of the non-employee director, the Stock Credit account to which he or she was entitled shall be converted to cash and distributed in a lump sum to such person(s) or the survivors thereof.
- Under the Kennametal Inc. Directors Stock Incentive Plan ("Plan"); (i) Capital Stock shall be substituted for the Stock Credits (a) in the event of any actual or threatened change in control of the company, or (b) as soon as practicable, following the date that such non-employee director ceases (other than by reason of death) to be a non-employee director ("retirement"); (ii) a non-employee director may elect to receive the Capital Stock represented by the Stock Credits in monthly or annual installments following retirement; and (c) in the event of the death of the non-employee director, the Stock Credit account to which he or she was entitled shall be converted to cash and distributed in a lump sum to such person(s) or the survivors thereof.

**Remarks:**

Exhibit List Exhibit 24 - Power of Attorney

By: David W. Greenfield For: A. Peter Held 08/26/2003

\*\* 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.

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, A. Peter Held, appoint David W. Greenfield, Kevin G. Nowe and Tara Breslin Vittone, 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 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 24th day of July, 2003.

A. PETER HELD  
A. PETER HELD