

Clemens Robert J
Form 4
August 03, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Clemens Robert J

(Last) (First) (Middle)
SUITE 5100, 600 GRANT STREET
(Street)

PITTSBURGH, PA 15219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KENNAMETAL INC [KMT]

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/01/2017		M	3,223 A \$ 37.5	11,312	D	
Common Stock	08/01/2017		F	1,013 D \$ 37.5	10,299	D	
Common Stock	08/01/2017		A	6,847 (3) A \$ 0	17,146	D	
Common Stock	08/01/2017		F	541 D \$ 37.5	16,605 (4)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	08/01/2017		M	3,223	08/01/2017	<u>(2)</u>	Common Stock	3,223
Restricted Stock Units	<u>(1)</u>	08/01/2017		A	4,697	<u>(2)</u>	<u>(2)</u>	Common Stock	4,697

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clemens Robert J SUITE 5100 600 GRANT STREET PITTSBURGH, PA 15219			Vice President	

Signatures

Michelle R. Keating 08/03/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) 1 - for - 1

(2) These restricted stock units are subject to time based vesting and are dispersed in three equal annual installments, commencing on the first anniversary of the grant date subject to continue employment with the company.

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- Represents 1850 shares deemed to have been earned by the Compensation Committee on August 1, 2017 with respect to the second tranche of the Performance Unit Award granted to the reporting person on August 1, 2015 under the Amended and Restated Kennametal Inc. Stock and Incentive Plan of 2010 ("the 2015" Performance Unit Award") and 3280 shares deemed to have been earned by the Compensation Committee on August 1, 2017 with respect to the first tranche of the Performance Unit Award granted to the reporting person on August 1, 2016 under the Amended and Restated Kennametal Inc. Stock and Incentive plan of 2010 (the "2016 Performance Unit Award"). The vesting and actual payout of these shares remains subject to the reporting person's continued employment with the Company through August 1, 2018, with respect to the 2015 Performance Unit Award and August 1, 2019" with respect to the 2016 Performance Unit Award
- (3)
- (4) Includes 1066 shares held in the Kennametal Inc 401K Plan and 6847 of PSU shares not yet disbursed.

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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