

Clemens Robert J
Form 4
August 02, 2018

FORM 4

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

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2018

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PITTSBURGH, PA 15219

(City) (State) (Zip)

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 | 08/01/2018 | | M | | 4,613 | A | \$ 37.74 |
| Common Stock | 08/01/2018 | | F | | 1,314 | D | \$ 37.74 |
| Common Stock | 08/01/2018 | | M | | 3,760 | A | \$ 37.74 |
| Common Stock | 08/01/2018 | | F | | 1,069 | D | \$ 37.74 |
| Common Stock | 08/01/2018 | | J | | 6,774 (1) | A | \$ 0 |

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| | | | | | | | |
|--------------|------------|---|--------------|---|------|---------------|---|
| Common Stock | 08/01/2018 | J | 1,850 (2) | D | \$ 0 | 23,519 | D |
| Common Stock | 08/01/2018 | J | 21.38 (3) | A | \$ 0 | 23,540.38 (4) | D |

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

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(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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units (5) | (5) | 08/01/2018 | | M | 3,760 | 08/01/2018 | (6) | Common Stock | 3,760 |

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
08/02/2018
**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).

Represents 3,954 shares deemed to have been earned by the Compensation Committee on July 31, 2018, with respect to the second 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"); and 2,820 shares deemed to have been earned by the

(1) Compensation Committee on July 31, 2018, with respect to the first tranche of the Performance Unit Award granted to the reporting person on August 1, 2017 under the Kennametal Inc. Stock and Incentive Plan of 2016 (the "2017 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, 2019 with respect to the 2016 Performance Unit Award and August 1, 2020 with respect to the 2017 Performance Unit Award.

Represents 1,850 performance unit shares previously reported on Form 4 as deemed earned shares under Kennametal's 2015 Performance

(2) Unit Awards that have met the performance requirements for distribution as common shares. Distributed performance unit shares are separately reported on Form 4 as acquired common stock.

(3) Represents 21.38 shares acquired through Kennametal's 401(k) Plan.

(4) Includes 1,087.38 shares held in the Kennametal Inc. 401(k) Plan and 11,252 shares of Performance Unit shares not yet disbursed.

(5) 1 - for - 1

(6) 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 continued employment with the company.

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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