Byrnes Charles Michael Jr. Form 4

December 06, 2017

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 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 * Byrnes Charles Michael Jr.

2. Issuer Name and Ticker or Trading Symbol

KENNAMETAL INC [KMT]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 12/04/2017

600 GRANT STREET, SUITE 5100

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

Director 10% Owner

Issuer

X_ Officer (give title _ Other (specify below) Vice President

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

OMB APPROVAL

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January 31,

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Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PITTSBURGH, PA 15219

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3,	ed of (4 and 5 (A) or	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)
Common Stock	12/04/2017		Code V M	Amount 23,656	(D)	Price \$ 20.71	,	D	
Common Stock	12/04/2017		S	71	D	\$ 46.57	38,457	D	
Common Stock	12/04/2017		S	24	D	\$ 46.58	38,433	D	
Common Stock	12/04/2017		S	12,100	D	\$ 46.585	26,333	D	
Common Stock	12/04/2017		S	5	D	\$ 46.59	26,328	D	

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Common Stock	12/04/2017	S	1,400	D	\$ 46.598	24,928	D
Common Stock	12/04/2017	S	100	D	\$ 46.6	24,828	D
Common Stock	12/04/2017	S	100	D	\$ 46.604	24,728	D
Common Stock	12/04/2017	S	1,500	D	\$ 46.61	23,228	D
Common Stock	12/04/2017	S	196	D	\$ 46.62	23,032	D
Common Stock	12/04/2017	S	100	D	\$ 46.625	22,932	D
Common Stock	12/04/2017	S	100	D	\$ 46.63	22,832	D
Common Stock	12/04/2017	S	100	D	\$ 46.632	22,732	D
Common Stock	12/04/2017	S	4	D	\$ 46.64	22,728	D
Common Stock	12/04/2017	S	156	D	\$ 46.65	22,572	D
Common Stock	12/04/2017	S	300	D	\$ 46.66	22,272	D
Common Stock	12/04/2017	S	100	D	\$ 46.67	22,172	D
Common Stock	12/04/2017	S	100	D	\$ 46.704	22,072	D
Common Stock	12/04/2017	S	100	D	\$ 46.708	21,972	D
Common Stock	12/04/2017	S	100	D	\$ 46.71	21,872	D
Common Stock	12/04/2017	S	300	D	\$ 46.74	21,572	D
Common Stock	12/04/2017	S	200	D	\$ 46.745	21,372	D
Common Stock	12/04/2017	S	100	D	\$ 46.75	21,272	D
Common Stock	12/04/2017	S	900	D	\$ 46.78	20,372	D
Common Stock	12/04/2017	S	300	D	\$ 46.79	20,072	D
	12/04/2017	S	100	D		19,972	D

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Common Stock					\$ 46.804	
Common Stock	12/04/2017	S	100	D	\$ 46.823 19,872	D
Common Stock	12/04/2017	S			\$ 46.84 14,872 <u>(1)</u>	D

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Stock Options	\$ 20.71	12/04/2017		M	23,656	(2)	12/05/2025	Common Stock	23,656

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Byrnes Charles Michael Jr. 600 GRANT STREET SUITE 5100 PITTSBURGH, PA 15219

Vice President

Signatures

Michelle R. Keating 12/06/2017

**Signature of Date
Reporting Person

Reporting Owners 3

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) Includes 1900 shares held in the Kennametal Inc. 401K Plan.
- (2) Grant has a graded vesting schedule. Date Exercisable will vary for each vesting tranche.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.