

KENNAMETAL INC  
 Form 4  
 August 05, 2014

**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 \*  
 SIMPKINS FRANK P

(Last) (First) (Middle)  
 1600 TECHNOLOGY WAY, P.O.BOX 231  
 (Street)

LATROBE, PA 15650

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 08/01/2014

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 and CFO

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	08/01/2014			F	1,482 D \$ 42.13	89,088	D
Common Stock	08/01/2014			M	4,570 A \$ 42.13	93,658	D
Common Stock	08/01/2014			F	2,104 D \$ 42.13	91,554 <sup>(1)</sup>	D

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

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number.

**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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	(2)	08/01/2014		M	4,570	08/01/2014 (3)	Common Stock 4,570
Restricted Stock Units	(2)	08/01/2014		M	4,154	(3) (3)	Common Stock 4,154
Stock Options (right to buy)	\$ 42.13	08/01/2014		M	18,697	(4) 07/31/2024	Common Stock 18,697

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SIMPKINS FRANK P 1600 TECHNOLOGY WAY P.O.BOX 231 LATROBE, PA 15650	Vice President and CFO

## Signatures

By: Kevin G. Nowe For: Frank P. Simpkins  
Date: 08/05/2014

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) Includes 2,148 shares held in the Kennametal Inc. 401k Plan.
- (2) 1 - for - 1.
- (3) Restricted Stock Units are subject to time based vesting and are dispersed in four equal annual installments, commencing on the first anniversary date of the grant date subject to continued employment with the company.

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(4) Options are exercisable in four equal annual installments, commencing on the first anniversary of the grant date.

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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