

Byrnes Charles Michael Jr.
Form 4
December 06, 2017

FORM 4

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

OMB APPROVAL

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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]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/04/2017

____ 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 or Price		
Common Stock	12/04/2017		M		23,656 A \$ 20.71	38,528	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	\$	19,872	D
						46.823		
Common Stock	12/04/2017		S	5,000	D	\$	14,872 ⁽¹⁾	D
						46.84		

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. 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	
Stock Options	\$ 20.71	12/04/2017		M		<u>(2)</u>	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
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 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.

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