

Watson Patrick S
Form 4
August 02, 2018

FORM 4

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Watson Patrick S

(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)
08/01/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	08/01/2018		M	3,753 A	\$ 37.74	10,582.431	D
Common Stock	08/01/2018		F	1,014 D	\$ 37.74	9,568.431	D
Common Stock	08/01/2018		J	2,099 (1) A	\$ 0	11,667.431	D
Common Stock	08/01/2018		J	5,929 (2) A	\$ 0	11,673.36 (3)	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. 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 ⁽⁴⁾	<u>(4)</u>	08/01/2018		M		3,753		08/01/2018	<u>(5)</u>	Common Stock	3,753

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Watson Patrick S 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).
- (1) Represents 1,280 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 819 shares deemed to have been earned by the 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

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with respect to the 2017 Performance Unit Award.

- (2) Represents 5,929 shares acquired through Kennametal Inc.'s 401(k) Plan.
- (3) Includes 305.36 shares held in the Kennametal Inc. 401(k) Plan and 3,160 shares of Performance Unit shares not yet disbursed.
- (4) 1 - for -1
- (5) 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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