

KENNAMETAL INC
Form 4
August 28, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bacchus Judith L

(Last) (First) (Middle)

1600 TECHNOLOGY WAY

(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)
08/27/2014

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 below) ____ Other (specify 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/27/2014		M	1,765 A	\$ 29.6 11,183	D	
Common Stock	08/27/2014		S	1,765 D	\$ 44.837 (1) 9,418	D	
Common Stock	08/27/2014		M	2,132 A	\$ 26.89 11,550	D	
Common Stock	08/27/2014		S	2,132 D	\$ 44.83 9,418 (2)	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 (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 (NQ)	\$ 29.6	08/27/2014		M	1,765	(3) 08/01/2018	Common Stock	1,765
Stock Options (NQ)	\$ 26.89	08/27/2014		M	2,132	(3) 08/01/2020	Common Stock	2,132

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bacchus Judith L 1600 TECHNOLOGY WAY LATROBE, PA 15650			Vice President	

Signatures

By: Kevin G. Nowe For: Judith L. Bacchus 08/28/2014

__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) This price is a weighted average price. The range of prices for the transactions is \$44.82 - \$44.85. Full information regarding the number of shares sold at each separate price will be provided upon request.
- (2) Includes 981 shares held in the Kennametal Inc., 401K Plan.

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(3) 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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