

KENNAMETAL INC
Form 4
August 25, 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 *
Fusco Martha A

(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)

08/22/2014

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)

Controller

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/22/2014 | | M | | \$ 26.89 10,601 | D | |
| Common Stock | 08/22/2014 | | S | | \$ 44.593 8,469 ⁽¹⁾ | D | |
| Common Stock | 08/22/2014 | | M | | \$ 36.76 11,632 | D | |
| Common Stock | 08/22/2014 | | S | | \$ 44.592 8,469 ⁽³⁾ ₍₂₎ | D | |

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (right to buy) | \$ 26.89 | 08/22/2014 | | M | 2,132 | ⁽⁴⁾ 08/01/2020 | Common Stock | 2,132 |
| Stock Options (right to buy) | \$ 36.76 | 08/22/2014 | | M | 3,163 | ⁽⁴⁾ 08/01/2022 | Common Stock | 3,163 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------|
| | Director | 10% Owner | Officer | Other |
| Fusco Martha A 1600 TECHNOLOGY WAY LATROBE, PA 15650 | | | | Controller |

Signatures

By: Kevin G. Nowe For: Martha A. Fusco
Date: 08/25/2014

__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)

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Price is a weighted average price. The range of prices for the transactions is 44.570 - 44.600. Full information regarding the number of shares sold at each separate price will be provided upon request.

- (2) Price is a weighted average price. The range of prices for the transactions is \$44.578 - 44.606. Full information regarding the number of shares sold at each price will be provided upon request.
- (3) Includes 634 shares held in the Kennametal Inc. 401K Plan.
- (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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