

DEFEO RONALD M  
Form 4  
August 03, 2017

**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   
DEFEO RONALD M  
  
(Last) (First) (Middle)  
  
600 GRANT STREET, SUITE 5100  
  
(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)  
08/01/2017

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)

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 Price (D)		
Common Stock	08/01/2017		M		19,968 A \$ 37.5	98,016	D
Common Stock	08/01/2017		F		6,836 D \$ 37.5	91,180	D
Common Stock	08/01/2017		A		34,529 (3) A \$ 0	125,709 (4)	D

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

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(9-02)

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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
Restricted Stock Units	(1)	08/01/2017		M	19,968	08/01/2017 (2)	Common Stock	19,968

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEFEO RONALD M 600 GRANT STREET SUITE 5100 PITTSBURGH, PA 15219	X			

## Signatures

Michelle R. Keating 08/03/2017

\*\*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) 1 - for - 1

(2) These restricted stock units are subject to time based vesting and are disposed in three equal installments commencing on the first anniversary of the grant date subject to continued employment with the company.

(3) Represent 34529 shares deemed to have been earned by the Compensation Committee on August 1, 2017 with respect to the first 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"). The vesting and actual payout of these shares remains subject to the reporting person's continued employment with the Company thru August 1, 2019 with respect to the 2016 Performance Unit Awards.

(4) Includes 34529 shares not yet distributed

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.