

Clemens Robert J  
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 \*  
Clemens Robert J

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 08/01/2018                              |                                                             | M                                    | Amount (A)<br>or (D)<br>Price                                           |                                                                                                                    |                                                                      |                                         |
|                                       |                                         |                                                             |                                      | 4,613 A                                                                 | \$ 37.74                                                                                                           | 17,218                                                               | D                                       |
| Common<br>Stock                       | 08/01/2018                              |                                                             | F                                    | Amount (A)<br>or (D)<br>Price                                           |                                                                                                                    |                                                                      |                                         |
|                                       |                                         |                                                             |                                      | 1,314 D                                                                 | \$ 37.74                                                                                                           | 15,904                                                               | D                                       |
| Common<br>Stock                       | 08/01/2018                              |                                                             | M                                    | Amount (A)<br>or (D)<br>Price                                           |                                                                                                                    |                                                                      |                                         |
|                                       |                                         |                                                             |                                      | 3,760 A                                                                 | \$ 37.74                                                                                                           | 19,664                                                               | D                                       |
| Common<br>Stock                       | 08/01/2018                              |                                                             | F                                    | Amount (A)<br>or (D)<br>Price                                           |                                                                                                                    |                                                                      |                                         |
|                                       |                                         |                                                             |                                      | 1,069 D                                                                 | \$ 37.74                                                                                                           | 18,595                                                               | D                                       |
| Common<br>Stock                       | 08/01/2018                              |                                                             | J                                    | Amount (A)<br>or (D)<br>Price                                           |                                                                                                                    |                                                                      |                                         |
|                                       |                                         |                                                             |                                      | 6,774 A                                                                 | \$ 0                                                                                                               | 25,369                                                               | D                                       |
|                                       |                                         |                                                             |                                      | (1)                                                                     |                                                                                                                    |                                                                      |                                         |

# Edgar Filing: Clemens Robert J - Form 4

|                 |            |   |              |   |      |               |   |
|-----------------|------------|---|--------------|---|------|---------------|---|
| Common<br>Stock | 08/01/2018 | J | 1,850<br>(2) | D | \$ 0 | 23,519        | D |
| Common<br>Stock | 08/01/2018 | J | 21.38<br>(3) | A | \$ 0 | 23,540.38 (4) | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Filing Date<br>of this Report<br>(Instr. 3) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|------------------------------------------------|
| Restricted<br>Stock<br>Units (5)                    | (5)                                                                   | 08/01/2018                              |                                                             | M                                       | 3,760                                                                                                           | 08/01/2018 (6)                                                 | Common<br>Stock                                                     | 3,760                                          |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships                    |
|----------------------------------------------------------------------------|----------------------------------|
|                                                                            | Director 10% Owner Officer Other |
| Clemens Robert J<br>SUITE 5100<br>600 GRANT STREET<br>PITTSBURGH, PA 15219 | Vice President                   |

## Signatures

|                                    |            |
|------------------------------------|------------|
| Michelle R.<br>Keating             | 08/02/2018 |
| **Signature of<br>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).

Represents 3,954 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 2,820 shares deemed to have been earned by the

- (1) 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 with respect to the 2017 Performance Unit Award.

Represents 1,850 performance unit shares previously reported on Form 4 as deemed earned shares under Kennametal's 2015 Performance

(2) Unit Awards that have met the performance requirements for distribution as common shares. Distributed performance unit shares are separately reported on Form 4 as acquired common stock.

- (3) Represents 21.38 shares acquired through Kennametal's 401(k) Plan.

- (4) Includes 1,087.38 shares held in the Kennametal Inc. 401(k) Plan and 11,252 shares of Performance Unit shares not yet disbursed.

- (5) 1 - for - 1

- (6) 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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