

KENNAMETAL INC
Form 4
August 12, 2013

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 *
CARDOSO CARLOS M

(Last) (First) (Middle)

1600 TECHNOLOGY WAY, P.O. BOX 231

(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)
07/26/2011

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)

President and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 07/26/2011 | | A | 44,626 (1) (2) A \$ 0 | 190,093 | D | |
| Common Stock | 07/24/2012 | | A | 44,624 (2) (3) A \$ 0 | 234,717 | D | |
| Common Stock | 07/24/2012 | | A | 15,469 (2) (4) A \$ 0 | 250,186 | D | |
| Common Stock | 08/01/2013 | | F | 40,823 D \$ 45.24 | 209,363 (5) | 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CARDOSO CARLOS M 1600 TECHNOLOGY WAY P.O. BOX 231 LATROBE, PA 15650 | | | President and CEO | |

Signatures

By: Kevin G. Nowe For: Carlos M. Cardoso 08/12/2013

__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 shares deemed to have been earned by the Compensation Committee of the Board of Directors (the "Committee") on July 26, 2011 with respect to the first tranche of the performance unit award granted to the reporting person on August 1, 2010 under the Kennametal Inc. Stock and Incentive Plan of 2010 (the "2010 Performance Unit Award"). The vesting and actual payout of these shares remain subject to the reporting person's continued employment with Kennametal Inc. (the "Company") through August 1, 2013.

(2) The reporting person was advised by the Issuer when these awards were granted that these awards would not be reportable prior to all vesting conditions being satisfied (including the continued employment condition), which just occurred on August 1, 2013 for the 2010 Performance Unit Award and which will not occur until August 1, 2014 for the 2011 Performance Unit Award. The reporting person is filing this Form 4 prior thereto due to the Issuer now concluding that the reporting date should have been the earlier date on which the Committee deemed the various tranches of these awards earned.

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- Represents shares deemed to have been earned by the Committee on July 24, 2012 with respect to the second tranche of the 2010
- (3) Performance Unit Award. The vesting and actual payout of these shares remain subject to the reporting person's continued employment with the Company through August 1, 2013.

- Represents shares deemed to have been earned by the Committee on July 24, 2012 with respect to the first tranche of the performance
- (4) unit award granted to the reporting person on August 1, 2011 under the Plan (the "2011 Performance Unit Award"). The vesting and actual payout of these shares remain subject to the reporting person's continued employment with the Company through August 1, 2014.

- (5) Includes 1,282 shares held within the Kennametal Inc. 401K Plan.

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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