

Keating Michelle R
Form 4
August 02, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Keating Michelle R

(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)
08/01/2018

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)

Vice President

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 or Price | | |
| Common Stock | 08/01/2018 | | M | | 3,311 A \$ 37.74 | | D |
| Common Stock | 08/01/2018 | | F | | 941 D \$ 37.74 | | D |
| Common Stock | 08/01/2018 | | J | | 4,110 (1) A \$ 0 | | D |
| Common Stock | 08/01/2018 | | J | | 63.57 (2) A \$ 0 | | D |
| Common Stock | 08/01/2018 | | A | | 171.38 (3) A \$ 0 | | D |
| | | | | | | | 14,099.95 (4) D |

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August 1, 2019 with respect to the 2016 Performance Unit Award and August 1, 2020 with respect to the 2017 Performance Unit Award.

- (2) Represents 63.57 shares acquired through Kennametal Inc.'s 401(k) Plan.
- (3) Represents 171.38 shares acquired as dividends earned through Kennametal Inc.'s dividend reinvestment plan.
- (4) Includes 63.57 shares held in the Kennametal Inc. 401(k) Plan and 6,028 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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