

Kelly Brian E  
 Form 3  
 August 02, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Kelly Brian E                           |         | (Month/Day/Year)                     | KENNAMETAL INC [kmt]   |  |
| (Last)                                    | (First) | (Middle)                             | 08/01/2012   |  |
| 1600 TECHNOLOGY WAY                       |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| LATROBE,Â PAÂ 15650                       |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Treasurer  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 7,612   | D  | Â   |
| Common Stock                    | 259   | D  | Â   |
| Common Stock                    | 126   | I  | By 401(k) Plan  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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|                             | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|-----------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Restricted Stock Units      | Â (1)            | 07/31/2019      | Common Stock        | 713                        | \$ (2)                       | D  | Â |
| Restricted Stock Units      | Â (1)            | 07/31/2020      | Common Stock        | 2,134                      | \$ (2)                       | D  | Â |
| Restricted Stock Units      | Â (1)            | 07/31/2021      | Common Stock        | 1,964                      | \$ (2)                       | D  | Â |
| Stock Option (right to buy) | Â (3)            | 07/25/2016      | Common Stock        | 2,672                      | \$ 27.06                     | D  | Â |
| Stock Option (right to buy) | Â (3)            | 08/01/2017      | Common Stock        | 2,100                      | \$ 38.99                     | D  | Â |
| Stock Option (right to buy) | Â (3)            | 08/01/2018      | Common Stock        | 4,655                      | \$ 29.6                      | D  | Â |
| Stock Option (right to buy) | Â (3)            | 08/01/2019      | Common Stock        | 4,809                      | \$ 21.48                     | D  | Â |
| Stock Option (right to buy) | Â (3)            | 08/01/2020      | Common Stock        | 8,528                      | \$ 26.89                     | D  | Â |
| Stock Option (right to buy) | Â (3)            | 08/01/2021      | Common Stock        | 5,894                      | \$ 38.95                     | D  | Â |
| Restricted Stock Units      | Â (1)            | 01/01/2020      | Common Stock        | 1,994                      | \$ (2)                       | D  | Â |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| Kelly Brian E<br>1600 TECHNOLOGY WAY<br>LATROBE, PA 15650 | Â             | Â         | Â Treasurer | Â     |

## Signatures

By: Kevin G. Nowe For: Brian E. Kelly  
08/02/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) Restricted Stock Units are exercisable in four equal annual installments, commencing on the first anniversary of the grant date.

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(2) 1-for-1

(3) Option is 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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