

Byrnes Charles Michael Jr.
Form 4
December 06, 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 *
Byrnes Charles Michael Jr.

2. Issuer Name and Ticker or Trading Symbol
KENNAMETAL INC [KMT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
600 GRANT STREET, SUITE 5100

3. Date of Earliest Transaction (Month/Day/Year)
12/04/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

(Street)
PITTSBURGH, PA 15219

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price | | |
| Common Stock | 12/04/2017 | | M | | 23,656 A \$ 20.71 | 38,528 | D |
| Common Stock | 12/04/2017 | | S | | 71 D \$ 46.57 | 38,457 | D |
| Common Stock | 12/04/2017 | | S | | 24 D \$ 46.58 | 38,433 | D |
| Common Stock | 12/04/2017 | | S | | 12,100 D \$ 46.585 | 26,333 | D |
| Common Stock | 12/04/2017 | | S | | 5 D \$ 46.59 | 26,328 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|--------|---|
| Common Stock | 12/04/2017 | S | 1,400 | D | \$ 46.598 | 24,928 | D |
| Common Stock | 12/04/2017 | S | 100 | D | \$ 46.6 | 24,828 | D |
| Common Stock | 12/04/2017 | S | 100 | D | \$ 46.604 | 24,728 | D |
| Common Stock | 12/04/2017 | S | 1,500 | D | \$ 46.61 | 23,228 | D |
| Common Stock | 12/04/2017 | S | 196 | D | \$ 46.62 | 23,032 | D |
| Common Stock | 12/04/2017 | S | 100 | D | \$ 46.625 | 22,932 | D |
| Common Stock | 12/04/2017 | S | 100 | D | \$ 46.63 | 22,832 | D |
| Common Stock | 12/04/2017 | S | 100 | D | \$ 46.632 | 22,732 | D |
| Common Stock | 12/04/2017 | S | 4 | D | \$ 46.64 | 22,728 | D |
| Common Stock | 12/04/2017 | S | 156 | D | \$ 46.65 | 22,572 | D |
| Common Stock | 12/04/2017 | S | 300 | D | \$ 46.66 | 22,272 | D |
| Common Stock | 12/04/2017 | S | 100 | D | \$ 46.67 | 22,172 | D |
| Common Stock | 12/04/2017 | S | 100 | D | \$ 46.704 | 22,072 | D |
| Common Stock | 12/04/2017 | S | 100 | D | \$ 46.708 | 21,972 | D |
| Common Stock | 12/04/2017 | S | 100 | D | \$ 46.71 | 21,872 | D |
| Common Stock | 12/04/2017 | S | 300 | D | \$ 46.74 | 21,572 | D |
| Common Stock | 12/04/2017 | S | 200 | D | \$ 46.745 | 21,372 | D |
| Common Stock | 12/04/2017 | S | 100 | D | \$ 46.75 | 21,272 | D |
| Common Stock | 12/04/2017 | S | 900 | D | \$ 46.78 | 20,372 | D |
| Common Stock | 12/04/2017 | S | 300 | D | \$ 46.79 | 20,072 | D |
| | 12/04/2017 | S | 100 | D | | 19,972 | D |

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| | | | | | | | |
|--------------|------------|--|---|-------|----|-----------|-------------------------|
| Common Stock | | | | | \$ | 46.804 | |
| Common Stock | 12/04/2017 | | S | 100 | D | \$ 46.823 | 19,872 D |
| Common Stock | 12/04/2017 | | S | 5,000 | D | \$ 46.84 | 14,872 ⁽¹⁾ 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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 20.71 | 12/04/2017 | | M | 23,656 | ⁽²⁾ 12/05/2025 | Common Stock | 23,656 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Byrnes Charles Michael Jr. 600 GRANT STREET SUITE 5100 PITTSBURGH, PA 15219 | | | Vice President | |

Signatures

Michelle R. Keating 12/06/2017

**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) Includes 1900 shares held in the Kennametal Inc. 401K Plan.

(2) Grant has a graded vesting schedule. Date Exercisable will vary for each vesting tranche.

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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