

WEIHL PHIL H
Form 4
May 14, 2012

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 *
WEIHL PHIL H

(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)
05/11/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|----------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Amount | Price | | | |
| Common Stock | 05/11/2012 | | M | A | 420 | \$ 19.36 | 14,484.66 | D | |
| Common Stock | 05/11/2012 | | M | A | 1,250 | \$ 20.49 | 15,734.66 | D | |
| Common Stock | 05/11/2012 | | M | A | 3,600 | \$ 25.3 | 19,334.66 | D | |
| Common Stock | 05/11/2012 | | M | A | 4,250 | \$ 27.06 | 23,584.66 | D | |
| Common Stock | 05/11/2012 | | M | A | 4,180 | \$ 26.89 | 27,764.66 | D | |

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Common Stock 05/11/2012 S 12,030 D 39.267 15,734.66 (2) D
(1)

Common Stock 1,148.44 I Held by daughters (3)

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

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
| Stock Option (right to buy) | \$ 19.36 | 05/11/2012 | | M | 420 | 07/29/2005 07/29/2013 | Common Stock | 420 |
| Stock Option (right to buy) | \$ 20.49 | 05/11/2012 | | M | 1,250 | (4) 07/27/2014 | Common Stock | 1,250 |
| Non-Qualified Stock Option (right to buy) | \$ 25.3 | 05/11/2012 | | M | 3,600 | (4) 07/25/2015 | Common Stock | 3,600 |
| Non-Qualified Stock Option (right to buy) | \$ 27.06 | 05/11/2012 | | M | 4,250 | (4) 07/25/2016 | Common Stock | 4,250 |
| Non-Qualified Stock Option (right to buy) | \$ 26.89 | 05/11/2012 | | M | 4,180 | (4) 08/01/2020 | Common Stock | 4,180 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WEIHL PHIL H
1600 TECHNOLOGY WAY
P.O. BOX 231
LATROBE, PA 15650

Vice President

Signatures

By: Kevin G. Nowe For: Philip H.
Weihl

05/14/2012

__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) This price is a weighted average price. The range of prices for the transactions is \$39.24 to \$39.32. Full information regarding number of shares sold at each separate price will be provided upon request.
- (2) Includes 646.35 shares held under the Kennametal 401K Plan.
- (3) Shares held in trusts for daughters. Mr. Weihl has voitung control of these shares.
- (4) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.