

KENNAMETAL INC
 Form 3/A
 March 14, 2017

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 and Ticker or Trading Symbol | |
| Â Watson Patrick S | | (Month/Day/Year) | KENNAMETAL INC [KMT] | |
| (Last) | (First) | (Middle) | 03/01/2017 | |
| SUITE 5100,Â 600 GRANT STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 03/10/2017 |
| PITTSBURGH,Â PAÂ 15219 | | | <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 |
| | | | Vice President | |

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 ⁽¹⁾ | 297.875 | 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 (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|---------------|----------------------------|---|
| Restricted Stock Units <u>(2)</u> | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 35,934 | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units <u>(5)</u> | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 503 | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units <u>(5)</u> | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock | 683 | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units <u>(5)</u> | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock | 2,113 | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units <u>(5)</u> | Â <u>(12)</u> | Â <u>(12)</u> | Common Stock | 8,000 | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units <u>(5)</u> | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock | 3,990 | \$ <u>(4)</u> | D | Â |
| Stock Options (right to buy) <u>(5)</u> | Â <u>(8)</u> | 08/01/2024 | Common Stock | 4,095 | \$ <u>(4)</u> | D | Â |
| Stock Options (right to buy) <u>(5)</u> | Â <u>(9)</u> | 08/01/2025 | Common Stock | 13,890 | \$ <u>(4)</u> | D | Â |
| Stock Options (right to buy) <u>(5)</u> | Â <u>(10)</u> | 08/01/2016 | Common Stock | 6,677 | \$ <u>(4)</u> | D | Â |
| Performance Units <u>(5)</u> | Â <u>(11)</u> | Â <u>(11)</u> | Common Stock | 2,660 | \$ <u>(4)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Watson Patrick S SUITE 5100 600 GRANT STREET PITTSBURGH, PA 15219 | Â | Â | Â Vice President | Â |

Signatures

Michelle R.
Keating

03/14/2017

**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) Line Item added for Beneficial Ownership of shares contained in 401(k) Plan.
- (2) Line Item previously disclosed on Form 3 filed on March 10, 2017 (Accession No. 0001697388-17-000009).

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- (3) These Restricted Stock Units have a graded vesting schedule. Date exercisable will vary for each vesting tranche.
- (4) 1 - for - 1.
- (5) Line Item added to distinguish each class of securities previously disclosed on Form 3 filed on March 10, 2017 (Accession No. 0001697388-17-000009).
- (6) Restricted Stock Units vest in four equal annual installments, commencing on the first anniversary of the grant date, subject to continued employment with the company through the vesting date.
- (7) Restricted Stock Units vest in three equal annual installments, commencing on the first anniversary of the grant date, subject to continued employment with the company through the vesting date.
- (8) Option is exercisable in four equal annual installments, commencing on the first anniversary of the grant date.
- (9) Option is exercisable in three equal annual installments, commencing on the first anniversary of the grant date.
- (10) As of March 1, 2017 options are vested, but not yet exercised.

The Performance Stock Unit Awards were granted on August 1, 2016 and provide that one-third of the performance stock units
- (11) underlying such award may be earned each year if the Company's performance relative to the goals for that year, are met, and is subject to continued employment with the Company.
- (12) Restricted Stock Units are subject to time based vesting and vest on the third anniversary of the grant date and also 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. 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.