SEC Form 4

FORM 4

Check this box if no longer subject to

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

-			or Section 30(n) of the investment Company Act of 1940							
1. Name and Addres	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol KENNAMETAL INC [KMT]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Rossi Christo	<u>pner</u>			X	Director	10% Owner				
(Last)	(First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)	- x	Officer (give title below)	Other (specify below)				
C/O KENNAME	ETAL INC.		08/17/2021		President and CEO					
525 WILLIAM PENN PLACE, 33RD FLOOR		E, 33RD FLOOR								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	g (Check Applicable					
PITTSBURGH	PA	15219		X	Form filed by One Rep	oorting Person				
			_		Form filed by More that Person	n One Reporting				
(City)	(State)	(Zip)			Person					
		Table I - Non-Der	vative Securities Acquired, Disposed of, or Benefi	cially (Dwned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130. 4)
Common Stock	08/16/2021		М		39,761	A	\$36.72	151,997.73	D	
Common Stock	08/16/2021		F		18,083	D	\$36.72	133,914.73	D	
Common Stock	08/15/2021		J		34,861 ⁽¹⁾	Α	\$0	168,775.73 ⁽²⁾	D	

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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate of Securities		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Units	(3)	08/16/2021		М			17,973	08/15/2021	(4)	Common Stock	17.973	\$0	17,973	D	
Restricted Stock Units	(3)	08/16/2021		М			21,788	08/15/2021	(4)	Common Stock	21,788	\$0	43,577	D	
Restricted Stock Units	(3)	08/15/2021		A		44,662		(4)	(4)	Common Stock	44,662	\$0	44,662	D	

Explanation of Responses:

1. Represents 34,861 shares deemed to have been earned by the Compensation Committee of the Board of Directors on July 26, 2021, with respect to the first tranche of the Performance Unit Award granted to the reporting person on August 15, 2021 under the Kennametal 2020 Stock and Incentive Plan (the "2020 Performance Unit Award".) The vesting and payout of these shares remains subject to the reporting person's continued employment with the Company through August 15, 2023.

2. Includes 34,861 shares of Performance Unit shares not yet distributed.

3.1 - for - 1

4. Restricted stock units are subject to time-based vesting and are disbursed in three equal annual installments commencing on the first anniversary date of the grant date.

Michelle R. Keating

** Signature of Reporting Person

08/17/2021 Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.