

KENNAMETAL INC

Form 4/A

November 15, 2016

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 *
MCLEVISH TIMOTHY R

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)
2440 BEAR HOLLOW DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
08/26/2016

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

PARK CITY, UT 84098

4. If Amendment, Date Original
 Filed(Month/Day/Year)
08/30/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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 information contained in this form are not
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SEC 1474
 (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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities (Instr. 3 and 4)

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Derivative Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Credits	(1)	08/26/2016	A		838.63		(2)	(2)	Common Stock	838.63	\$ 2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCLEVISH TIMOTHY R 2440 BEAR HOLLOW DRIVE PARK CITY, UT 84098	X			

Signatures

Michelle R.
Keating 11/15/2016

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) 1 - for - 1

The stock credits become payable in common stock; (i) in the event of a change of control of the company; or (ii) on the date that the reporting person ceases (other than reason of death) to be a director ("retirement"), unless the reporting person has elected to receive the common stock represented by the stock credits following retirement.

(3) Includes (73.262) of stock credits acquired pursuant to a dividend reinvestment feature of the Kennametal Inc. Stock Incentive plan of 2002 and (58.018) of stock credits acquired pursuant to a dividend reinvestment feature of the Kennametal Inc. Directors Stock Incentive Plan, as amended. The company maintains a separate Dividend Reinvestment Plan available to its shareholders that satisfies the requirement of Rule 16 a-11 of the Securities and Exchange Act of 1934, as amended.

(4) As a result of a typographical error, a comma rather than a decimal point was inserted in the amount of directly owned derivative securities reported in the original Form 4, resulting in an overstatement of such amount. This Form 4A is being filed to correct such amount.

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.