

KENNAMETAL INC
Form 4
March 03, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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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 *
LAMBERT WILLIAM M

(Last) (First) (Middle)

**C/O MSA SAFETY, 1000
CRANBERRY WOODS DRIVE**

(Street)

CRANBERRY TWP, PA 16066

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2016

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)

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

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.

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NQ Stock Option (right to buy)	\$ 20.87	03/01/2016	A	14,000					(1)	03/01/2026	Common Stock	14,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMBERT WILLIAM M C/O MSA SAFETY 1000 CRANBERRY WOODS DRIVE CRANBERRY TWP, PA 16066		X		

Signatures

Kevin G. Nowe For: William M. Lambert
Date: 03/03/2016

**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) Option is exercisable in three 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. ;width:3.26%;">

4,857,880

266,759

1,123,286

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Richard W. Cardin

5,086,222

38,417

1,123,286

Antoine M. Doumet

4,836,741

287,898

1,123,286

Billy R. Hughes

4,847,841

276,798

1,123,286

Wallace G. Imscher

5,092,742

31,897

1,123,286

Edward A. Odishaw

5,075,742

48,897

1,123,286

Proposal 2

Shareholders approved, on an advisory non-binding basis, the compensation of the Company's named executive officers as set forth below:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
5,002,101	47,764	74,774	1,123,286

Based on the recommendations of the Company's Board of Directors and its Compensation Committee to hold annual advisory votes on executive compensation and the vote of the shareholders, the Company has decided to include a shareholder vote on executive compensation in its proxy materials annually.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, United States Lime & Minerals, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 1, 2012

UNITED STATES LIME & MINERALS, INC.

By: /s/ M. Michael Owens

Explanation of Responses:

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M. Michael Owens, Vice President and
Chief Financial Officer