

Williams David Lyle Jr.
Form 4
February 19, 2019

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 *
Williams David Lyle Jr.

2. Issuer Name and Ticker or Trading Symbol
FORUM ENERGY TECHNOLOGIES, INC. [FET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
920 MEMORIAL CITY WAY, SUITE 1000
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - Operations

HOUSTON, TX 77024

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

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 Ownership (Instr. 4)			
				Code	V	Amount	(A) or (D)	Price		
Common Stock	02/15/2019		A		39,833 (1)	A	\$ 0	135,453		D
Common Stock	02/16/2019		F		1,038 (2)	D	\$ 6.59	134,415		D

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

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(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 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)
Performance Shares	(3)	02/14/2019		M	4,497	(3) 12/31/2018	Common Stock
Performance Shares	(4)	02/14/2019		M	2,101	(4) 12/31/2018	Common Stock
Performance Shares	(5)	02/14/2019		M	4,666	(5) 12/31/2018	Common Stock
Performance Shares	(6)	02/15/2019		A	39,833	(6) 12/31/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams David Lyle Jr. 920 MEMORIAL CITY WAY SUITE 1000 HOUSTON, TX 77024			SVP - Operations	

Signatures

/s/ D. Lyle Williams by John C. Ivascu as Attorney-in-Fact 02/19/2019

__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) Represents an award of restricted stock units (the "Units") granted pursuant to the Forum Energy Technologies, Inc. 2016 Stock and Incentive Plan (the "Plan"). Each Unit represents a contingent right to receive one share of Forum Energy Technologies, Inc. (the "Company") common stock, par value \$0.01 per share ("Common Stock"), upon the vesting of the Units. The Units vest according to the following schedule: 1/3 vest on each of the first, second, and third anniversaries of the date of grant (2/15/2019). The Units will be forfeited upon a termination of employment prior to vesting, except in limited circumstances. The Units also include dividend equivalent rights that entitle the reporting person to the same dividends that would be payable were the shares of Common Stock underlying the Units actually outstanding at the time such dividends were issued. The credited dividends will be paid concurrently with the issuance of the shares of Common Stock to the reporting person.

(2) These shares were surrendered to satisfy tax obligations related to the vesting of a restricted stock unit award granted on February 16, 2018.

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(3) These performance shares represent a contingent right to receive Common Stock, based on the Company's relative shareholder return versus that of the Company's peer group. As determined by the Company's Compensation Committee ("the Compensation Committee") and given the Company's relative shareholder return versus the relevant peer group over the three-year period commencing on January 1, 2016 and ending on December 31, 2018, each performance share represents the right to receive zero shares of Common Stock.

(4) These performance shares represent a contingent right to receive Common Stock, based on the Company's relative shareholder return versus that of the Company's peer group. As determined by the Company's the Compensation Committee and given the Company's relative shareholder return versus the relevant peer group over the two-year period commencing on January 1, 2017 and ending on December 31, 2018, each performance share represents the right to receive zero shares of Common Stock.

(5) These performance shares represent a contingent right to receive Common Stock, based on the Company's relative shareholder return versus that of the Company's peer group. As determined by the Company's the Compensation Committee and given the Company's relative shareholder return versus the relevant peer group over the one-year period commencing on January 1, 2018 and ending on December 31, 2018, each performance share represents the right to receive zero shares of Common Stock.

(6) Each performance share represents a contingent right to receive shares of the Company's common stock, based on the Company's relative shareholder return versus that of the Company's peer group. Each performance share will settle for between 0 and 2 shares of common stock in the first quarter of 2022, based on achievement of performance measures over a three year period, following certification by the Compensation Committee of performance results.

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

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