

FORUM ENERGY TECHNOLOGIES, INC.

Form 4

February 22, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
MCCULLOCH JAMES L

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)  
02/19/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Gen Counsel and Secretary

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	02/19/2016		M		670	A	\$ 0	297,152	D
Common Stock	02/19/2016		M		2,900	A	\$ 0	300,052	D
Common Stock	02/19/2016		A		23,070 (1)	A	\$ 0	323,122	D

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance Shares	(2)	02/19/2016		M	2,774	(2) 12/31/2015	Common Stock
Performance Shares	(3)	02/19/2016		M	2,679	(3) 12/31/2015	Common Stock
Performance Shares	(4)	02/19/2016		M	3,866	(4) 12/31/2015	Common Stock
Employee Stock Option (Right to Buy)	\$ 9.39	02/19/2016		A	56,280	(5) 02/19/2026	Common Stock
Performance Shares	(6)	02/19/2016		A	7,690	(6) 12/31/2017	Common Stock
Performance Shares	(7)	02/19/2016		A	7,690	(7) 12/31/2018	Common Stock
Performance Shares	(8)	02/19/2016		A	7,690	(8) 12/31/2019	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCULLOCH JAMES L 920 MEMORIAL CITY WAY SUITE 1000 HOUSTON, TX 77024			SVP, Gen Counsel and Secretary	

## Signatures

/s/ James L. McCulloch by John C. Ivascu as Attorney-in-Fact 02/22/2016

\*\*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).

Represents an award of restricted stock under the Forum Energy Technologies, Inc. 2010 Stock Incentive Plan (the "Plan"). Each share of restricted stock, par value \$0.01 per share, is subject to transferability and other restrictions that lapse upon vesting of the restricted stock.

- (1) The restricted shares vest according to the following schedule: 1/4 vest on each of the first, second, third and fourth anniversaries of the date of grant (2/19/2016). The restricted stock will be forfeited upon a termination of employment prior to vesting, except in limited circumstances. The restricted stock agreement also includes dividend and voting rights.

These performance shares represent a contingent right to receive Common Stock, based on the Company's total shareholder return versus that of the Company's peer group. As determined by the Company's Nominating, Governance & Compensation Committee ("NG&C Committee") and given the Company's total shareholder return versus the relevant peer group over the three-year period commencing on January 1, 2013 and ending on December 31, 2015, each performance share represents the right to receive 0 shares of Common Stock.

- (2)

These performance shares represent a contingent right to receive Common Stock, based on the Company's total shareholder return versus that of the Company's peer group. As determined by the NG&C Committee and given the Company's total shareholder return versus the relevant peer group over the two-year period commencing on January 1, 2014 and ending on December 31, 2015, each performance share represents the right to receive 0.25 shares of Common Stock.

- (3)

These performance shares represent a contingent right to receive Common Stock, based on the Company's total shareholder return versus that of the Company's peer group. As determined by the NG&C Committee and given the Company's total shareholder return versus the relevant peer group over the one-year period commencing on January 1, 2015 and ending on December 31, 2015, each performance share represents the right to receive 0.75 shares of Common Stock.

- (4)

These options are exercisable in accordance with the following schedule: 1/4 of the options become exercisable on each of the first, second, third and fourth anniversaries of the date of grant (2/19/2016).

- (5)

These performance shares represent a contingent right to receive Common Stock, based on the Company's total 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 2017, based on achievement of performance measures over a one-year period, following certification of the performance results by the NG&C Committee.

- (6)

These performance shares represent a contingent right to receive Common Stock, based on the Company's total 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 2018, based on achievement of performance measures over a two-year period, following certification of the performance results by the NG&C Committee.

- (7)

These performance shares represent a contingent right to receive Common Stock, based on the Company's total 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 2019, based on achievement of performance measures over a three-year period, following certification of the performance results by the NG&C Committee.

- (8)

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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