

Williams David Lyle Jr.
Form 4
February 21, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
02/16/2018

____ Director ____ 10% Owner
____X____ 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)
____X____ 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)
Common Stock	02/16/2018		A	(A) or (D) Amount (1) 14,000	\$ 0 98,068	D	
Common Stock	02/19/2018		F	791 (2)	\$ 12 97,277	D	
Common Stock	02/20/2018		F	700 (3)	\$ 11.55 96,577	D	

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)

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 12	02/16/2018		A	29,980	(4) 02/16/2028	Common Stock	29,980
Performance Shares	(5)	02/16/2018		A	4,666	(5) 12/31/2018	Common Stock	4,666 (5)
Performance Shares	(6)	02/16/2018		A	4,667	(6) 12/31/2019	Common Stock	4,667 (6)
Performance Shares	(7)	02/16/2018		A	4,667	(7) 12/31/2020	Common Stock	4,667 (7)

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 02/21/2018

__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

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following schedule: 1/4 vest on each of the first, second, third and fourth anniversaries of the date of grant (2/16/2018). 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 the tax obligations related to the vesting of a restricted stock award granted on February 19, 2016.
- (3) These shares were surrendered to satisfy the tax obligations related to the vesting of restricted stock unit awards granted on February 20, 2015 and February 20, 2017.
- (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 (2/16/2018).

- (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. Each performance share will settle for between zero and two shares of Common Stock in the first quarter of 2019, based on achievement of performance measures over a one-year period, following certification by the Compensation Committee of the performance results.

- (6) 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. Each performance share will settle for between zero and two shares of Common Stock in the first quarter of 2020, based on achievement of performance measures over a two-year period, following certification by the Compensation Committee of the performance results.

- (7) 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. Each performance share will settle for between zero and two shares of Common Stock in the first quarter of 2021, based on achievement of performance measures over a three-year period, following certification by the Compensation Committee of the 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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