

FORUM ENERGY TECHNOLOGIES, INC.

Form 4

February 21, 2017

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 *
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)
02/16/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, 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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 02/16/2017 | | M | | 15,380 | A | \$ 0 | 338,501 | D |
| Common Stock | 02/16/2017 | | M | | 7,734 | A | \$ 0 | 346,235 | D |
| Common Stock | 02/16/2017 | | M | | 2,679 | A | \$ 0 | 348,914 | D |
| Common Stock | 02/16/2017 | | F | | 7,054 (1) | D | \$ 20.85 | 341,860 | D |
| Common Stock | 02/20/2017 | | A | | 12,438 (2) | A | \$ 0 | 354,298 | D |

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| | | | | | | | |
|--------------|------------|---|----------------------|---|---------|---------|---|
| Common Stock | 02/20/2017 | F | 947 ⁽³⁾ | D | \$ 20.1 | 353,351 | D |
| Common Stock | 02/21/2017 | F | 1,081 ⁽⁴⁾ | D | \$ 20.9 | 352,270 | D |

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 (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 | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|-----------------|--|--|-----------------|---|----------------------------|
| | | | | | Acquired (A) | Disposed of (D) | | Date Exercisable | Expiration Date | | |
| Performance Shares | <u>(5)</u> | 02/16/2017 | | M | | 7,690 | | <u>(5)</u> | 12/31/2016 | Common Stock | 15 |
| Performance Shares | <u>(6)</u> | 02/16/2017 | | M | | 3,867 | | <u>(6)</u> | 12/31/2016 | Common Stock | 7 |
| Performance Shares | <u>(7)</u> | 02/16/2017 | | M | | 2,679 | | <u>(7)</u> | 12/31/2016 | Common Stock | 2 |
| Employee Stock Option (Right to Buy) | \$ 20.1 | 02/20/2017 | | A | 27,933 | | | <u>(8)</u> | 02/20/2027 | Common Stock | 27 |
| Performance Shares | <u>(9)</u> | 02/20/2017 | | A | 4,146 | | | <u>(9)</u> | 12/31/2017 | Common Stock | 4 |
| Performance Shares | <u>(10)</u> | 02/20/2017 | | A | 4,146 | | | <u>(10)</u> | 12/31/2018 | Common Stock | 4 |
| Performance Shares | <u>(11)</u> | 02/20/2017 | | A | 4,146 | | | <u>(11)</u> | 12/31/2019 | Common Stock | 4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | EVP, Gen Counsel and Secretary | |

MCCULLOCH JAMES L
 920 MEMORIAL CITY WAY
 SUITE 1000
 HOUSTON, TX 77024

Signatures

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

02/21/2017

__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) These shares were surrendered to satisfy tax obligations related to the vesting of performance shares granted on February 21, 2014, February 20, 2015 and February 19, 2016.
 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: 1/4 vest on each of the first, second, third and fourth anniversaries of the date of grant (2/20/2017). 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 obligation related to the vesting of a restricted stock unit award granted on February 20, 2015.
- (3) These shares were surrendered to satisfy tax obligations related to the vesting of restricted stock unit awards granted on February 21, 2013 and February 21, 2014.
 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 Nominating, Governance & Compensation Committee ("NG&C Committee") and given the Company's relative shareholder return versus the relevant peer group over the one-year period commencing on January 1, 2016 and ending on December 31, 2016, each performance share represents the right to receive two 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 NG&C Committee and given the Company's relative shareholder return versus the relevant peer group over the two-year period commencing on January 1, 2015 and ending on December 31, 2016, each performance share represents the right to receive two 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 NG&C Committee and given the Company's relative shareholder return versus the relevant peer group over the three-year period commencing on January 1, 2014 and ending on December 31, 2016, each performance share represents the right to receive one share of Common Stock.
- (6) 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 (2/20/2017).
- (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 2018, based on achievement of performance measures over a one-year period, following certification by the NG&C Committee of the performance results.
- (8) 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 two-year period, following certification by the NG&C Committee of the performance results.
- (9) 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 two-year period, following certification by the NG&C Committee of the performance results.
- (10) 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 two-year period, following certification by the NG&C Committee of the performance results.
- (11) 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 two-year period, following certification by the NG&C Committee of the performance results.

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first quarter of 2020, based on achievement of performance measures over a three-year period, following certification by the NG&C 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. 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.