FORUM ENERGY TECHNOLOGIES, INC.
Form 4
February 22, 2016

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GAUT C CHRISTOPHER

(Last) (First) (Middle)

920 MEMORIAL CITY WAY, SUITE 1000

(Street)

HOUSTON, TX 77024

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, CEO & COB

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/19/2016		M		3,478	A	$ 0	502,071	D	
Common Stock	02/19/2016		M		15,055	A	$ 0	517,126	D	
Common Stock	02/19/2016		A		119,810 (1)	A	$ 0	636,936	D	
Common Stock								338,092	I	See Footnote (2)
								338,092	I	

Common Stock		See Footnote (3)

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	(4)	02/19/2016		M			13,650	(4)	12/31/2015	Common Stock	13,650
Performance Shares	(5)	02/19/2016		M			13,910	(5)	12/31/2015	Common Stock	13,910
Performance Shares	(6)	02/19/2016		M			20,073	(6)	12/31/2015	Common Stock	20,073
Employee Stock Option (Right to Buy)	$ 9.39	02/19/2016		A		292,210		(7)	02/19/2026	Common Stock	292,210
Performance Shares	(8)	02/19/2016		A		39,936		(8)	12/31/2017	Common Stock	39,936
Performance Shares	(9)	02/19/2016		A		39,937		(9)	12/31/2018	Common Stock	39,937
Performance Shares	(10)	02/19/2016		A		39,937		(10)	12/31/2019	Common Stock	39,937

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAUT C CHRISTOPHER 920 MEMORIAL CITY WAY SUITE 1000	X		President, CEO & COB	

HOUSTON, TX 77024

Signatures

/s/ C. Christopher Gaut 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).
(1)	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. 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.
(2)	These securities are held in trust for the benefit of the reporting person. The reporting person is the trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
(3)	These securities are held in trust for the benefit of the reporting person's spouse. The reporting person's spouse is the trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
(4)	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.
(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. 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.
(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. 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.
(7)	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).
(8)	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.
(9)	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.
(10)	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.

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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