

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Williams David Lyle Jr.</u>  (Last) (First) (Middle) 10344 SAM HOUSTON PARK DRIVE SUITE 300  (Street) HOUSTON TX 77064  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FORUM ENERGY TECHNOLOGIES, INC. [ FET ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>SVP - Operations</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/20/2020		F		467 <sup>(1)</sup>	D	\$1	125,683	D	
Common Stock	02/20/2020		M		1,167	A	\$0	126,850	D	
Common Stock	02/20/2020		F		284 <sup>(2)</sup>	D	\$1	126,566	D	
Common Stock	02/21/2020		A		168,824 <sup>(3)</sup>	A	\$0.96	295,390	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Performance Shares	(4)	02/20/2020		M		2,101	(4)	12/31/2019	Common Stock	0.0	(4)	0	D	
Performance Shares	(5)	02/20/2020		M		4,667	(5)	12/31/2019	Common Stock	1,167	(5)	0	D	

**Explanation of Responses:**

- These shares were surrendered to satisfy the tax withholding obligation related to the vesting of a restricted stock unit award granted on February 20, 2017.
- These shares were surrendered to satisfy tax withholding obligations related to the vesting of performance shares granted on February 16, 2018
- 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 (2/21/2020). 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.
- 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 and given the Company's relative shareholder return versus the relevant peer group over the three-year period commencing on January 1, 2017 and ending on December 31, 2019, each performance share represents the right to receive zero shares of Common Stock.
- 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 and given the Company's relative shareholder return versus the relevant peer group over the two-year period commencing on January 1, 2018 and ending on December 31, 2019, each performance share represents the right to receive 0.25 shares of Common Stock.

**Remarks:**

/s/ D. Lyle Williams by John C. Ivascu as Attorney-in-Fact 02/24/2020

\*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.