

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Harris James Whelan</u>			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) SVP & CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2013</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
920 MEMORIAL CITY WAY SUITE 1000			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>HOUSTON TX 77024</u>								
(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	02/21/2013		A		10,240 ⁽¹⁾	A	\$0	227,797	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						Title
Employee Stock Option (Right to Buy)	\$25	02/21/2013		A		31,710		(2)	02/22/2023	Common Stock	31,710	\$0	31,710	D	
Performance Shares	(3)	02/21/2013		A		3,413		(3)	(3)	Common Stock	3,413 ⁽³⁾	\$0	3,413	D	
Performance Shares	(4)	02/21/2013		A		3,413		(4)	(4)	Common Stock	3,413 ⁽⁴⁾	\$0	3,413	D	
Performance Shares	(5)	02/21/2013		A		3,414		(5)	(5)	Common Stock	3,414 ⁽⁵⁾	\$0	3,414	D	

Explanation of Responses:

- These restricted stock units (the "Units") are granted pursuant to the Forum Energy Technologies, Inc. 2010 Stock Incentive Plan (the "Plan"). Each Unit represents a contingent right to receive one share of the Issuer's common stock, par value \$0.01 per share, 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 (2/21/2013), subject to accelerated vesting of the entire award upon a Change in Control (as defined in the Plan). 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.
- The 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 (2/21/2013).
- Each performance share represents a contingent right to receive shares of the Issuer's common stock, based on the Issuer's relative shareholder return versus that of the Issuer's peer group. Each performance share will settle for between 0 and 2 shares of common stock in the first quarter of 2014, based on achievement of performance measures over a one year period, following certification by the Nominating, Governance and Compensation Committee of performance results.
- Each performance share represents a contingent right to receive shares of the Issuer's common stock, based on the Issuer's relative shareholder return versus that of the Issuer's peer group. Each performance share will settle for between 0 and 2 shares of common stock in the first quarter of 2015, based on achievement of performance measures over a two year period, following certification by the Nominating, Governance and Compensation Committee of performance results.
- Each performance share represents a contingent right to receive shares of the Issuer's common stock, based on the Issuer's relative shareholder return versus that of the Issuer's peer group. Each performance share will settle for between 0 and 2 shares of common stock in the first quarter of 2016, based on achievement of performance measures over a three year period, following certification by the Nominating, Governance and Compensation Committee of performance results.

Remarks:

/s/ James W. Harris by John C. Ivascu as Attorney-in-Fact 02/25/2013

** 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.

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