

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

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)  EVP, CFO
	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2021	
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	02/19/2021		A		23,948 <sup>(1)</sup>	A	\$0	55,737	D	
Common Stock	02/20/2021		F		23 <sup>(2)</sup>	D	\$18.79	55,714	D	
Common Stock	02/21/2021		F		834 <sup>(3)</sup>	D	\$18.79	54,880	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
Phantom Stock Units	(4)(5)(6)	02/19/2021		A		23,948		(4)(5)(6)	(4)(5)(6)	Phantom Stock Units	23,948	\$0	23,948	D	

**Explanation of Responses:**

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 following schedule: 1/3 vest on each of the first, second, and third anniversaries of the date of grant (2/19/2021). 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, 2017.
3. These shares were surrendered to satisfy the tax obligation related to the vesting of a restricted stock unit award granted on February 21, 2020.
4. Represents an award of cash-settled phantom units (the "Phantom Units") granted pursuant to the Plan. Each Phantom Unit represents a contingent right to receive a cash payment equivalent to the fair market value of one share of Common Stock, upon the vesting of the Phantom Units. The Phantom Units are divided equally into three tranches and there are two conditions for vesting of each tranche: (i) achieving a minimum stock price threshold and (ii) continuous service. (Continued on Footnote 5)
5. In respect of the minimum stock price threshold, the closing price of the Company's Common Stock must equal or exceed a threshold price of \$23.49, which is 125% of the Company's closing stock price on the grant date, for a total of twenty trading days during the following time periods: Tranche 1: grant date through the third anniversary of the grant date; Tranche 2: first anniversary of the grant date through the third anniversary of the grant date; Tranche 3: second anniversary of the grant date through the third anniversary of the grant date. (Continued on Footnote 6)
6. The continuous service requirement will be met with respect to the Phantom Units as follows: 1/3 on each of the first, second, and third anniversaries of the grant date. Vesting for any tranche will occur on the applicable anniversary date on or following satisfaction of the minimum price threshold condition. The Phantom Units will be forfeited upon a termination of employment prior to vesting, except in limited circumstances. The Phantom Units also include dividend equivalent rights that entitle the reporting person to the same dividends that would be payable if the Phantom Units were shares of Common Stock outstanding at the time such dividends were issued. The credited dividends will be paid concurrently with the settlement of the Phantom Units.

**Remarks:**

/s/ D. Lyle Williams by John C. Ivascu as Attorney-in-Fact 02/23/2021

\*\* 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.