## FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APP	ROVAL
	OMB Number:	3235-0287
	Estimated average t	ourden
-	hours por rosponso:	0.5

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

Name and Address of Reporting Person*     JONES CHARLES E															5. Relationship of Reporting Person(s) to Issuer						
															all applicable) Director Officer (give title		10% Ow Other (sp		· I		
(Last) (First) (Middle) 920 MEMORIAL CITY WAY SUITE 1000					02/	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2013									X Officer (gree tide of the (Specify below)  EVP; Pr - Drilling & Subsea						
(Street) HOUSTON TX 77024					4. IT	4. If Amendment, Date of Original Filed (Month/Day/Year)									. Individual or Joint/Group Filing (Check Applicable ine)  X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(Sta		Zip)																		
Table I - Non-Deriving  1. Title of Security (Instr. 3)  2. Transa Date (Month/D						ar)	Curities Acqu 2A. Deemed Execution Date, f any (Month/Day/Year)		3. Transaction Code (Instr.		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4			or 5. Amou and 5) Securiti Benefic Owned		s Ily ollowing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	t (A) or (D)		e	Reported Transacti (Instr. 3 a	Reported Fransaction(s) (Instr. 3 and 4)			(Instr. 4)		
Common Stock 02/21						1/2013			A		10,240	(1) A		0	498	,112	D				
		Т	able II -						,		sed of, onvertib			•	wned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution I if any (Month/Day	ed Date,	4. Transa Code (i 8)	ction	5. Number of		6. Date Exercis Expiration Date (Month/Day/Yea		able and	7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)		nt 8	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	e C s F illy C	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	Amour or Number of Shares	er							
Employee Stock Option (Right to Buy)	\$26.05	02/21/2013			A		31,710		(2)	(	02/21/2023	Commor Stock	31,71	10	\$0	31,710	0	D			
Performance Shares	(3)	02/21/2013			A		3,413		(3)		(3)	Commor Stock	3,413	(3)	\$0	3,413	3	D			
Performance Shares	(4)	02/21/2013			A		3,413		(4)		(4)	Commor Stock	3,413	(4)	\$0	3,413	3	D			
Performance Shares	(5)	02/21/2013			A		3,414		(5)		(5)	Commor Stock	3,414	(5)	\$0	3,414		D			

## **Explanation of Responses:**

- 1. 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.
- 2. 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).
- 3. 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.
- 4. 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.
- 5. 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/ Charles E. Jones 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.

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.