

**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) <u>920 MEMORIAL CITY WAY</u> <u>SUITE 1000</u> _____ (Street) <u>HOUSTON TX 77024</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>FORUM ENERGY TECHNOLOGIES, INC.</u> [ FET ]			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) <u>VP - Corp. Dev. &amp; Treas.</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>02/19/2016</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			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					

**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		1,338	A	\$0	44,930	D	
Common Stock	02/19/2016		F		437 <sup>(1)</sup>	D	\$9.39	44,493	D	
Common Stock	02/19/2016		A		13,490 <sup>(2)</sup>	A	\$0	57,983	D	
Common Stock	02/20/2016		F		437 <sup>(3)</sup>	D	\$9.39	57,546	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)	02/19/2016		M		1,783	(4)	12/31/2015	Common Stock	1,338	(4)	0	D	
Employee Stock Option (Right to Buy)	\$9.39	02/19/2016		A		32,900	(5)	02/19/2026	Common Stock	32,900	\$0	32,900	D	
Performance Shares	(6)	02/19/2016		A		4,496	(6)	12/31/2017	Common Stock	4,496 <sup>(6)</sup>	\$0	4,496	D	
Performance Shares	(7)	02/19/2016		A		4,497	(7)	12/31/2018	Common Stock	4,497 <sup>(7)</sup>	\$0	4,497	D	
Performance Shares	(8)	02/19/2016		A		4,497	(8)	12/31/2019	Common Stock	4,497 <sup>(8)</sup>	\$0	4,497	D	

**Explanation of Responses:**

- These shares were surrendered to satisfy the tax obligation related to the vesting of performance shares granted on February 20, 2015.
- 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.
- These shares were surrendered to satisfy the tax obligation related to the vesting of a restricted stock unit award granted on February 20, 2015.
- 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 (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.
- 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).
- 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.
- 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.
- 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.

**Remarks:**

/s/ D. Lyle Williams by John C. Ivascu as Attorney-in-Fact 02/22/2016

\*\* 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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