

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>OTOOLE TERENCE M</u> (Last) (First) (Middle) <u>800 THIRD AVENUE</u> <u>40TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/20/2015</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	02/20/2015		A		6,692 ⁽¹⁾	A	\$0	6,692	D	
Common Stock								2,681,082 ⁽²⁾	I	See footnote ⁽³⁾

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					

Explanation of Responses:

- Represents an award of restricted stock units under the Forum Energy Technologies, Inc. 2010 Stock Incentive Plan (the "Plan"). Each restricted stock unit represents a contingent right to receive one share of common stock, par value \$0.01 per share, upon vesting of the restricted stock units. The restricted stock unit award vests in full on the one year anniversary of the date of grant, subject to accelerated vesting of the entire award upon a Change in Control (as defined in the Plan). The restricted stock unit agreement also includes dividend equivalent rights that entitle the reporting person to the same dividends that would be payable were the shares of common stock underlying the restricted stock 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.
- Represents 2,666,666 shares of common stock that are directly owned by Tincum FET, LLC, a Delaware limited liability company ("Tincum FET"), and 14,416 shares of restricted stock issued to Mr. O'Toole in connection with his service on Forum Energy Technologies, Inc.'s (the "Company") Board of Directors.
- The manager of Tincum FET is Tincum Lantern III L.L.C., a Delaware limited liability company ("Tincum Lantern III"). Mr. O'Toole is a co-managing member of Tincum Lantern III. As such, Mr. O'Toole may be deemed to share investment control over Tincum FET's portfolio. Mr. O'Toole disclaims beneficial ownership of the shares held by Tincum FET, except to the extent of his pecuniary interest therein. Pursuant to a letter agreement, dated as of March 28, 2012, Tincum FET has the right to designate one member to the Company's Board of Directors. Tincum FET has designated Mr. O'Toole as its designee. As a result, Tincum FET may be deemed a director by deputization. Tincum FET disclaims any status as a deputized director for Section 16 or any other purposes.

Remarks:

/s/ Terence O'Toole by John C. Ivascu as Attorney-in-Fact 02/23/2015

** 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.