

**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	
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1. Name and Address of Reporting Person* <u>MCCULLOCH JAMES L</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>SVP, Gen Counsel and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/19/2016</u>	
	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	02/19/2016		M		670	A	\$0	297,152	D	
Common Stock	02/19/2016		M		2,900	A	\$0	300,052	D	
Common Stock	02/19/2016		A		23,070 <sup>(1)</sup>	A	\$0	323,122	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
Performance Shares	(2)	02/19/2016		M			2,774	(2)	12/31/2015	Common Stock	0.0	(2)	0	D	
Performance Shares	(3)	02/19/2016		M			2,679	(3)	12/31/2015	Common Stock	670	(3)	0	D	
Performance Shares	(4)	02/19/2016		M			3,866	(4)	12/31/2015	Common Stock	2,900	(4)	0	D	
Employee Stock Option (Right to Buy)	\$9.39	02/19/2016		A			56,280	(5)	02/19/2026	Common Stock	56,280	\$0	56,280	D	
Performance Shares	(6)	02/19/2016		A			7,690	(6)	12/31/2017	Common Stock	7,690 <sup>(6)</sup>	\$0	7,690	D	
Performance Shares	(7)	02/19/2016		A			7,690	(7)	12/31/2018	Common Stock	7,690 <sup>(7)</sup>	\$0	7,690	D	
Performance Shares	(8)	02/19/2016		A			7,690	(8)	12/31/2019	Common Stock	7,690 <sup>(8)</sup>	\$0	7,690	D	

**Explanation of Responses:**

- 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 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 ("NG&C Committee") and given the Company's total shareholder return versus the relevant peer group over the three-year period commencing on January 1, 2013 and ending on December 31, 2015, each performance share represents the right to receive 0 shares of Common Stock.
- 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 NG&C Committee and given the Company's total shareholder return versus the relevant peer group over the two-year period commencing on January 1, 2014 and ending on December 31, 2015, each performance share represents the right to receive 0.25 shares of Common Stock.
- 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 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/ James L. McCulloch 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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