SEC I	Form 4
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## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL							
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* GAUT C CHRISTOPHER			2. Issuer Name and Ticker or Trading Symbol <u>FORUM ENERGY TECHNOLOGIES, INC.</u> [FET]		ionship of Reporting Person(: all applicable) Director	erson(s) to Issuer 10% Owner	
(Last)	(Last) (First) (Middle)			X	Officer (give title below)	Other (specify below)	
920 MEMORIAL CITY WAY SUITE 1000			3. Date of Earliest Transaction (Month/Day/Year) 05/15/2014	President, CEO & COB			
(Street) HOUSTON	TX	77024	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi X	dual or Joint/Group Filing (Ch Form filed by One Reportin	g Person	
(City)	(State)	(Zip)			Form filed by More than Or	ie 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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	05/15/2014		X		159,230	A	<b>\$9.62</b>	606,609	D	
Common Stock								161,972	I	See Footnote <sup>(1)</sup>
Common Stock								161,972	Ι	See Footnote <sup>(2)</sup>

# 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. Transa Code ( 8)		Deri Secu Acq Disp	umber of vative urities uired (A) or iosed of Instr. 3, 4 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)	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	Amount or Number of Shares		(Instr. 4)		
Common Stock Warrants (right to buy)	\$9.62 <sup>(3)</sup>	05/15/2014		x			227,772 <sup>(4)</sup>	08/02/2010	(5)	Common Stock	159,230 <sup>(6)</sup>	\$0	0	D	

#### Explanation of Responses:

1. These securities are held in trust for the benefit of the reporting person. The reporting person is the trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

2. These securities are held in trust for the benefit of the reporting person's spouse. The reporting person's spouse is the trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

3. These warrants have an initial exercise price of \$7.68 per share. The exercise price increases 0.5% at the end of each month, which equates to an annual increase of 6%.

4. The number of warrants reported on the reporting person's Form 3, dated April 11, 2012, was underreported by 37 warrants (after giving effect to the Company's 37 for 1 stock split in March 2012) due to a clerical error.

5. These warrants expire upon the earlier of five years from the initial issuance, 2.5 years after the consummation of an initial public offering of the Company's common stock or upon the occurrence of certain other events described in the Warrant Agreement pursuant to which the warrants were issued.

6. Upon exercise, the warrants are converted into common stock in accordance with a formula provided in the Warrant Agreement. No payment of an exercise price is required in connection with the exercise of the warrants.

### **Remarks:**

/s/ C. Christopher Gaut by John

05/15/2014

Date

<u>C. Ivascu as Attorney-in- Fact</u> \*\* Signature of Reporting Person

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.