

FORUM ENERGY TECHNOLOGIES, INC.

Form 4

February 23, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CARRIG JOHN A

2. Issuer Name and Ticker or Trading Symbol  
FORUM ENERGY TECHNOLOGIES, INC. [FET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
920 MEMORIAL CITY WAY, SUITE 1000  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/20/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

HOUSTON, TX 77024

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	02/20/2015		A	6,692 (1)	\$ 0 52,334	D	
Common Stock					18,000	I	See footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474 (9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARRIG JOHN A 920 MEMORIAL CITY WAY SUITE 1000 HOUSTON, TX 77024		X		

## Signatures

/s/ John A. Carrig by John C. Ivascu as Attorney-in-Fact 02/23/2015

\_\_\_\_\_  
Signature of Reporting Person

\_\_\_\_\_  
Date

## Explanation of Responses:

- \* 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).
- 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.
- (1) 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.
- (2) 18,000 shares were gifted to the John A Carrig Remainder Trust, Exempt Trust (the "Carrig Trust") for the benefit of Mr. Carrig's children. Mr. Carrig serves as trustee of the Carrig Trust and disclaims beneficial ownership of the shares held by the Carrig Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.