

FORUM ENERGY TECHNOLOGIES, INC.

Form 4

February 22, 2016

FORM 4

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

OMB APPROVAL

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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 *
Schmitz John

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)
02/19/2016

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/19/2016 | | A | (A) V Amount 13,313 (1) | \$ 0 50,847 (2) | D | |
| Common Stock | | | | | 2,131,347 | I | See footnote (3) |

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

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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. P Der Sec (Ins | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 15.35 | | | | | 08/17/2015 | 08/17/2021 | Common Stock | 1,628 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Schmitz John 920 MEMORIAL CITY WAY SUITE 1000 HOUSTON, TX 77024 | X | | | |

Signatures

/s/ John Schmitz by John C. Ivascu as
Attorney-in- Fact

02/22/2016

__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 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.
- (1) The restricted stock 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 agreement also includes dividend and voting rights.
 - (2) On March 2, 2015, Mr. Schmitz exercised 4,884 options. The number of options reported in the Form 4 filed on March 3, 2015, however, was overstated by 1,628 options due to an administrative error. As such, the number of shares of common stock beneficially owned by Mr. Schmitz has been reduced by 1,628 shares. The correct number of options held by Mr. Schmitz is reflected in Table II.
 - (3) B-29 Family Holdings, LLC, a Texas limited liability company ("B-29 Family Holdings") is the beneficial owner of 2,131,347 shares of Forum Energy Technologies, Inc. common stock. Mr. Schmitz maintains a 90.69% membership interest in B-29 Family Holdings. As

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such, Mr. Schmitz may be deemed to have dispositive power over the common stock owned by B-29 Family Holdings. Mr. Schmitz disclaims beneficial ownership of such common stock, except to the extent of his pecuniary interest therein.

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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