

FORUM ENERGY TECHNOLOGIES, INC.

Form 4

August 17, 2012

**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 \*  
OTOOLE TERENCE M

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)  
800 THIRD AVENUE, 40TH FLOOR  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/15/2012

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

NEW YORK, NY 10022

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	08/15/2012		A	(A) or (D) 1,404 (1)	\$ 0 2,674,045 (2)	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)**

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OTOOLE TERENCE M 800 THIRD AVENUE 40TH FLOOR NEW YORK, NY 10022	X			
Tinicum FET, LLC 800 THIRD AVENUE 40TH FLOOR NEW YORK, NY 10022	X			

## Signatures

/s/ Tinicum FET, LLC by John C. Ivascu as Attorney-in-Fact 08/17/2012

\_\_Signature of Reporting Person Date

/s/ Terence M. O'Toole by John C. Ivascu as Attorney-in-Fact 08/17/2012

\_\_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).
- (1) Represents an award of restricted stock under the Issuer's 2010 Stock Incentive Plan.  
Represents 2,666,666 shares of common stock that are directly owned by Tinicum FET, LLC, a Delaware limited liability company
- (2) ("Tinicum FET"), and 7,379 shares of restricted stock issued to Mr. O'Toole in connection with his service on the Issuer's Board of Directors.
- (3) The manager of Tinicum FET is Tinicum Lantern III L.L.C., a Delaware limited liability company ("Tinicum Lantern III"). Mr. O'Toole is a co-managing member of Tinicum Lantern III. As such, Mr. O'Toole may be deemed to share investment control over Tinicum FET's portfolio. Mr. O'Toole disclaims beneficial ownership of the shares held by Tinicum FET, except to the extent of his pecuniary interest therein. Pursuant to a letter agreement, dated as of March 28, 2012, Tinicum FET has the right to designate one member to the board of directors of the Issuer. Tinicum FET has designated Mr. O'Toole as its designee. As a result, Tinicum FET may be deemed a director by

deputization. Tincum FET disclaims any status as a deputized director for Section 16 or any other purposes.

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. cellpadding="3" cellspacing="0" border="0"> By: Stuart Merkadeau For: Thomas St Thomas 05/06/2015\*\*\_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).

(1) The restricted stock units released on April 29, 2015, were settled in shares of common stock, and were immediately cancelled upon settlement.

(2) Represents vested shares of common stock issued pursuant to the conversion of the total units certified and earned April 8, 2015 in connection with a May 6, 2013 performance-based restricted stock unit award.

(3) Represents vested shares of common stock sold to satisfy certain tax withholding obligations associated with the conversion of the restricted stock units.

(4) Represents the vesting of 100% of the performance-based restricted stock units certified and earned April 8, 2015 in connection with a May 6, 2013 performance-based RSU award. All stock will be released to the reporting person on the vesting date or the first market trading day after the vesting date, during an open trading window under the Issuer's Insider Trading Policy thereafter, if the applicable vesting date is not on a market trading day during an open trading window.

(5) The restricted stock units released were settled in shares of common stock and were immediately cancelled upon settlement.

(6) The Restricted Stock Units vest and are exercisable in four equal annual installments on each April 29 of 2012, 2013, 2014, and 2015 (or the first market trading day during an open trading window under the Issuer's insider trading policy thereafter if the applicable vesting date is not on a market trading day during an open trading window).

(7) The restricted stock units released were settled in shares of common stock and were immediately cancelled upon settlement.

### Remarks:

THE ATTACHED CONFIRMING STATEMENT GRANTING THE ATTORNEY-IN-FACT THE AUTHORITY TO EXECUTE

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