

Harris James Whelan
Form 4
February 20, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Harris James Whelan

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)
02/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and CFO

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 | | | | (A) or (D) | Price |
| Common Stock | 02/15/2018 | | M | | | 5,354 | A | \$ 0 | 332,125 | D | |
| Common Stock | 02/15/2018 | | M | | | 15,975 | A | \$ 0 | 348,100 | D | |
| Common Stock | 02/15/2018 | | F | | | 8,215 (1) | D | \$ 11.95 | 339,885 | D | |

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

SEC 1474
(9-02)

displays a currently valid OMB control number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Shares | (2) | 02/15/2018 | | M | 5,354 | (2) 12/31/2017 | Common Stock | 5,354 |
| Performance Shares | (3) | 02/15/2018 | | M | 10,650 | (3) 12/31/2017 | Common Stock | 15,970 |
| Performance Shares | (4) | 02/15/2018 | | M | 5,528 | (4) 12/31/2017 | Common Stock | 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Harris James Whelan 920 MEMORIAL CITY WAY SUITE 1000 HOUSTON, TX 77024 | | | EVP and CFO | |

Signatures

/s/ James W. Harris by John C. Ivascu as Attorney-in-Fact
Date: 02/20/2018

__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) These shares were surrendered to satisfy tax obligations related to the vesting of performance shares granted on February 20, 2015, February 19, 2016 and February 20, 2017.
- (2) These performance shares represent a contingent right to receive Common Stock, based on the Company's relative shareholder return versus that of the Company's peer group. As determined by the Company's Compensation Committee ("the Compensation Committee") and given the Company's relative shareholder return versus the relevant peer group over the three-year period commencing on January 1, 2015 and ending on December 31, 2017, each performance share represents the right to receive one share of Common Stock.
- (3)

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These performance shares represent a contingent right to receive Common Stock, based on the Company's relative shareholder return versus that of the Company's peer group. As determined by the Company's the Compensation Committee and given the Company's relative shareholder return versus the relevant peer group over the two-year period commencing on January 1, 2016 and ending on December 31, 2017, each performance share represents the right to receive 1.5 shares of Common Stock.

- (4) These performance shares represent a contingent right to receive Common Stock, based on the Company's relative shareholder return versus that of the Company's peer group. As determined by the Company's the Compensation Committee and given the Company's relative shareholder return versus the relevant peer group over the one-year period commencing on January 1, 2017 and ending on December 31, 2017, each performance share represents the right to receive zero shares of Common Stock.

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.