

Mercado, Pablo G.
Form 4
February 21, 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 *
Mercado, Pablo G.

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)
02/16/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP- Finance

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/16/2018		A	20,000 ⁽¹⁾	\$ 0	90,235	D
Common Stock	02/19/2018		F	791 ⁽²⁾	\$ 12	89,444	D
Common Stock	02/20/2018		F	791 ⁽³⁾	\$ 11.55	88,653	D
Common Stock	02/21/2018		F	285 ⁽³⁾	\$ 11.5	88,368	D

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

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12	02/16/2018		A	42,830	<u>(4)</u> 02/16/2028	Common Stock	42,830	
Performance Shares	<u>(5)</u>	02/16/2018		A	6,666	<u>(5)</u> 12/31/2018	Common Stock	6,666	
Performance Shares	<u>(6)</u>	02/16/2018		A	6,667	<u>(6)</u> 12/31/2019	Common Stock	6,667	
Performance Shares	<u>(7)</u>	02/16/2018		A	6,667	<u>(7)</u> 12/31/2020	Common Stock	6,667	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mercado, Pablo G. 920 MEMORIAL CITY WAY SUITE 1000 HOUSTON, TX 77024			SVP-Finance	

Signatures

/s/ Pablo G. Mercado by John C. Ivascu as Attorney-in-Fact 02/21/2018

_____*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).

- Represents an award of restricted stock units (the "Units") granted pursuant to the Forum Energy Technologies, Inc. 2016 Stock and Incentive Plan (the "Plan"). Each Unit represents a contingent right to receive one share of Forum Energy Technologies, Inc. (the "Company") common stock, par value \$0.01 per share ("Common Stock"), upon the vesting of the Units. The Units vest according to the following schedule: 1/4 vest on each of the first, second, third and fourth anniversaries of the date of grant (2/16/2018). The Units will be forfeited upon a termination of employment prior to vesting, except in limited circumstances. The Units also include dividend equivalent rights that entitle the reporting person to the same dividends that would be payable were the shares of Common Stock underlying the 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 to the reporting person.
- (1) These shares were surrendered to satisfy the tax obligations related to the vesting of a restricted stock award granted on February 19 2016.
 - (2) These shares were surrendered to satisfy the tax obligations related to the vesting of restricted stock unit awards granted on February 21, 2014, February 20, 2015 and February 20, 2017.
 - (3) These options are exercisable in accordance with the following schedule: 1/4 of the options become exercisable on each of the first, second, third and fourth anniversaries of the date of grant (2/16/2018).
 - (4) Each performance share represents a contingent right to receive shares of the Company's common stock, based on the Company's relative shareholder return versus that of the Company's peer group. Each performance share will settle for between 0 and 2 shares of common stock in the first quarter of 2019, based on achievement of performance measures over a one year period, following certification by the Compensation Committee of performance results.
 - (5) Each performance share represents a contingent right to receive shares of the Company's common stock, based on the Company's relative shareholder return versus that of the Company's peer group. Each performance share will settle for between 0 and 2 shares of common stock in the first quarter of 2020, based on achievement of performance measures over a two year period, following certification by the Compensation Committee of performance results.
 - (6) Each performance share represents a contingent right to receive shares of the Company's common stock, based on the Company's relative shareholder return versus that of the Company's peer group. Each performance share will settle for between 0 and 2 shares of common stock in the first quarter of 2021, based on achievement of performance measures over a three year period, following certification by the Compensation Committee of performance results.
 - (7)

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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