

MCCULLOCH JAMES L
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 *
MCCULLOCH JAMES L

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)
EVP and Gen Counsel

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)
				Code V	Amount or Price		
Common Stock	02/16/2018		A	(1) 20,000	\$ 0	383,587	D
Common Stock	02/20/2018		F	(2) 1,463	\$ 11.55	382,124	D
Common Stock	02/21/2018		F	(2) 487	\$ 11.5	381,637	D

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

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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.

(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) 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. Each performance share will settle for between zero and two 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 the performance results.

(5) 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. Each performance share will settle for between zero and two 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 the performance results.

(6) 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. Each performance share will settle for between zero and two 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 the performance results.

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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