

FORUM ENERGY TECHNOLOGIES, INC.

Form 4

May 15, 2014

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 *
GAUT C CHRISTOPHER

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)
05/15/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO & COB

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	(A) or (D)	Price
Common Stock	05/15/2014		X		159,230	A	\$ 9.62
Common Stock					161,972	I	See Footnote (1)
Common Stock					161,972	I	See Footnote (2)

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

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- (3) These warrants have an initial exercise price of \$7.68 per share. The exercise price increases 0.5% at the end of each month, which equates to an annual increase of 6%.
- (4) The number of warrants reported on the reporting person's Form 3, dated April 11, 2012, was underreported by 37 warrants (after giving effect to the Company's 37 for 1 stock split in March 2012) due to a clerical error.
These warrants expire upon the earlier of five years from the initial issuance, 2.5 years after the consummation of an initial public offering of the Company's common stock or upon the occurrence of certain other events described in the Warrant Agreement pursuant to which the warrants were issued.
- (5) offering of the Company's common stock or upon the occurrence of certain other events described in the Warrant Agreement pursuant to which the warrants were issued.
- (6) Upon exercise, the warrants are converted into common stock in accordance with a formula provided in the Warrant Agreement. No payment of an exercise price is required in connection with the exercise of the warrants.

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.