#### MCCULLOCH JAMES L

Form 4

February 21, 2018

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number: January 31,

**OMB APPROVAL** 

Expires: 2005 Estimated average

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of MCCULLOCH JAN		2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
		FORUM ENERGY TECHNOLOGIES, INC. [FET]	(Check all applicable)		
(Last) (Firs	t) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify		
920 MEMORIAL CITY WAY, SUITE 1000		02/16/2018	below) below) EVP and Gen Counsel		
(Stre	et)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
HOUSTON, TX 77	024	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (Stat	a) (7in)		1015011		

(City)	(State)	(Zip)	Table I - Non-	Derivative Securities Acq	uired, Disposed o	of, or Be	neficially Owned
.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature

1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/16/2018		A	20,000 (1)	A	\$ 0	383,587	D	
Common Stock	02/20/2018		F	1,463 (2)	D	\$ 11.55	382,124	D	
Common Stock	02/21/2018		F	487 (2)	D	\$ 11.5	381,637	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form

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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 onDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Employee Stock Option (Right to Buy)	\$ 12	02/16/2018		A	42,830	(3)	02/16/2028	Common Stock	42,83
Performance Shares	<u>(4)</u>	02/16/2018		A	6,666	<u>(4)</u>	12/31/2018	Common Stock	6,660
Performance Shares	<u>(5)</u>	02/16/2018		A	6,667	(5)	12/31/2019	Common Stock	6,667
Performance Shares	<u>(6)</u>	02/16/2018		A	6,667	<u>(6)</u>	12/31/2020	Common Stock	6,667

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
MCCULLOCH JAMES L 920 MEMORIAL CITY WAY SUITE 1000 HOUSTON, TX 77024			EVP and Gen Counsel				

## **Signatures**

/s/ James L. McCulloch by John C. Ivascu as Attorney-in-Fact

\*\*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 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

Reporting Owners 2

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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).
- 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.
- 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.
- 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. 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.