FORUM ENERGY TECHNOLOGIES, INC.
Form 4
February 25, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mercado, Pablo G.

(Last) (First) (Middle)

920 MEMORIAL CITY WAY, SUITE 1000

(Street)

HOUSTON, TX 77024

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FORUM ENERGY TECHNOLOGIES, INC. [FET]

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP - Corporate Development

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	02/21/2013		A		4,610 (1)	A	$ 0	20,372	D	

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

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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 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 26.05	02/21/2013		A		14,270		(2)	02/21/2023	Common Stock	14,270
Performance Shares	(3)	02/21/2013		A		1,536		(3)	(3)	Common Stock	1,536 (3)
Performance Shares	(4)	02/21/2013		A		1,537		(4)	(4)	Common Stock	1,537 (4)
Performance Shares	(5)	02/21/2013		A		1,537		(5)	(5)	Common Stock	1,537 (5)

Reporting Owners

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

Signatures

/s/ Pablo G. Mercado by John C. Ivascu as Attorney-in-Fact	02/25/2013
**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 restricted stock units (the "Units") are granted pursuant to the Forum Energy Technologies, Inc. 2010 Stock Incentive Plan (the "Plan"). Each Unit represents a contingent right to receive one share of the Issuer's common stock, par value $0.01 per share, 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 (2/21/2013), subject to accelerated vesting of the entire award upon a Change in Control (as defined in the Plan). 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) The 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 (2/21/2013).

(3) Each performance share represents a contingent right to receive shares of the Issuer's common stock, based on the Issuer's relative shareholder return versus that of the Issuer's peer group. Each performance share will settle for between 0 and 2 shares of common stock in the first quarter of 2014, based on achievement of performance measures over a one year period, following certification by the Nominating, Governance and Compensation Committee of performance results.

(4) Each performance share represents a contingent right to receive shares of the Issuer's common stock, based on the Issuer's relative shareholder return versus that of the Issuer's peer group. Each performance share will settle for between 0 and 2 shares of common stock in the first quarter of 2015, based on achievement of performance measures over a two year period, following certification by the Nominating, Governance and Compensation Committee of performance results.

(5) Each performance share represents a contingent right to receive shares of the Issuer's common stock, based on the Issuer's relative shareholder return versus that of the Issuer's peer group. Each performance share will settle for between 0 and 2 shares of common stock in the first quarter of 2016, based on achievement of performance measures over a three year period, following certification by the Nominating, Governance and Compensation Committee of 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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