

Baldwin David C  
 Form 4  
 February 25, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Baldwin David C

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)  
 02/21/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount or (D) Price   |   |  |                                   |
| Common Stock                    | 02/21/2013                           |  | A                              | <u>2,400</u><br>(1)   | \$ 0 9,779  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 41,122,089  | I  | See footnote (2) (3)              |

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

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SEC 1474 (9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Baldwin David C<br>920 MEMORIAL CITY WAY<br>SUITE 1000<br>HOUSTON, TX 77024 |               | X         |         |       |

## Signatures

/s/ David Baldwin 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) Represents an award of restricted stock under the Issuer's 2010 Stock Incentive Plan.  
SCF-V, L.P., a Delaware limited partnership ("SCF-V"), SCF 2012A, L.P., a Delaware limited partnership ("SCF 2012A"), SCF-VI, L.P., a Delaware limited partnership ("SCF-VI"), SCF 2012B, L.P., a Delaware limited partnership ("SCF 2012B") and SCF-VII, L.P., a Delaware limited partnership ("SCF-VII"), in the aggregate own 41,122,089 shares of common stock and warrants to buy 6,366,072 shares of common stock. The general partner of SCF-V is SCF-V, G.P., LLC, a Delaware limited liability company ("SCF-V GP"), the general partner of SCF-VI is SCF-VI, G.P., Limited Partnership, a Delaware limited partnership ("SCF-VI GP") and the general partner of SCF-VII is SCF-VII, G.P., Limited Partnership, a Delaware limited partnership ("SCF-VII GP"). L.E. Simmons & Associates, Inc., a Delaware corporation ("LESA") is the sole general partner of each of SCF-V GP, SCF-VI GP, SCF-VII GP, SCF 2012A and SCF 2012B. Mr. Baldwin serves as a managing director of LESA. (Continued in Footnote 3)
- (3) As such, Mr. Baldwin may be deemed to have dispositive power over the shares of common stock owned by SCF-V, SCF 2012A, SCF-VI, SCF 2012B and SCF-VII. Mr. Baldwin disclaims beneficial ownership of such shares.

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.