

Baldwin David C
Form 4
February 25, 2013

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 *
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		2,400 (1)	A	\$ 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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baldwin David C 920 MEMORIAL CITY WAY SUITE 1000 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.
- (2) 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.