

WAITE ANDREW L
Form 4
December 17, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
WAITE ANDREW L

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)
12/13/2012

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|----------------------|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 12/13/2012 | | S | 75,045 | D | \$ 25.12 | 41,146,089 | I | See footnote (1) (2) |
| Common Stock | 12/14/2012 | | S | 24,000 | D | \$ 25 | 41,122,089 | I | See footnote (1) (2) |
| Common Stock | | | | | | | 7,379 | D | |

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

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(9-02)

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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WAITE ANDREW L 920 MEMORIAL CITY WAY SUITE 1000 HOUSTON, TX 77024 | X | | | |

Signatures

/s/ Andrew L. Waite by John C. Ivascu as Attorney-in-Fact 12/17/2012

**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).
- Following their sale of shares on December 13, 2012 and December 14, 2012, SCF-V, L.P., a Delaware limited partnership ("SCF-V"), SCF-VI, L.P., a Delaware limited partnership ("SCF-VI") and SCF-VII, L.P., a Delaware limited partnership ("SCF-VII"), in the aggregate own 41,122,089 shares of common stock. The general partner of SCF-V is SCF-V, G.P., Limited Partnership, a Delaware limited partnership ("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 and SCF-VII GP. Mr. Waite serves as a managing director of LESA. (Continued in Footnote 2)
- (2) As such, Mr. Waite may be deemed to have dispositive power over the shares of common stock owned by SCF-V, SCF-VI and SCF-VII. Mr. Waite 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.

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