

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>RALES STEVEN M</u>  (Last) (First) (Middle) 2200 PENNSYLVANIA AVENUE, NW , SUITE 800W  (Street) WASHINGTON DC 20037  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Fortive Corp [ FTV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/05/2016	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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, par value \$0.01	07/05/2016		A		1,450 <sup>(1)</sup>	A	\$0.00	4,508,820 <sup>(2)</sup>	D	
Common Stock, par value \$0.01								17,000,000 <sup>(3)</sup>	I	Through single-member LLCs <sup>(4)</sup>
Common Stock, par value \$0.01								6,179 <sup>(3)</sup>	I	By 401(k)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Director Stock Option	\$48.6	07/05/2016		A		4,340		07/05/2016	07/05/2026	Common Stock, par value \$0.01	4,340	\$0.00	4,340	D	

**Explanation of Responses:**

- Represents restricted stock units granted on July 5, 2016 and payable solely in common stock. The restricted stock units granted will vest at the earlier of July 5, 2017 or the date of the Issuer's 2017 annual meeting, but the underlying shares will not be issued until the earlier of the Reporting Person's death or the first day of the seventh month following due Reporting Person's retirement from the Board of Directors of the Issuer.
- Includes shares of Issuer common stock received in connection with the separation of Issuer from Danaher Corporation ("Danaher") and the distribution, by means of a pro rata dividend, of Issuer's common stock held by Danaher to the Danaher stockholders of record as of June 15, 2016 (except fractional shares, which will be aggregated and sold into the public market and the proceeds distributed to Danaher stockholders that otherwise would have received such fractional shares) (the "Distribution") in an exempt transaction pursuant to Rule 16a-9.
- Represents shares of Issuer common stock received in connection with the Distribution in an exempt transaction pursuant to Rule 16a-9.
- The reported shares are held through the following single-member LLCs: SMRDHR LLC, SMRDHR II LLC, SMRDHR III LLC and SMRDHR IV LLC. The Reporting Person is the sole member of each of these LLCs.

**Remarks:**

/s/ Daniel B. Kim as Attorney-in-Fact 07/06/2016

\*\* Signature of Reporting Person Date

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

\* 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).

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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