

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Form 3 Holdings Reported.

Form 4 Transactions Reported.

1. Name and Address of Reporting Person* <u>RALES MITCHELL P</u> (Last) (First) (Middle) <u>2200 PENNSYLVANIA AVENUE, NW</u> <u>SUITE 800W</u> (Street) <u>WASHINGTON DC 20037</u> (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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 at end of issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, par value \$.01	12/01/2016		G	358,000	D	\$0.00	1,827,053 ⁽¹⁾	D	
Common Stock, par value \$.01	12/02/2016		G	142,000	D	\$0.00	1,685,053	D	
Common Stock, par value \$.01	12/07/2016		G	138,379	D	\$0.00	1,546,674	D	
Common Stock, par value \$.01	12/08/2016		G	61,621	D	\$0.00	1,485,053	D	
Common Stock, par value \$.01	12/15/2016		J ⁽²⁾	2,500,000	D	\$0.00	14,500,000	I	Through single-member LLCs
Common Stock, par value \$.01	12/15/2016		J ⁽²⁾	2,500,000	A	\$0.00	3,985,053	D	
Common Stock, par value \$.01							327,587	I	Through the Mitchell P. Rales Family Trust ⁽³⁾
Common Stock, par value \$.01							12,585	I	By Spouse ⁽⁴⁾
Common Stock, par value \$.01							68,448	I	By 401(k) Plan

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- The total number of shares includes 448,709 shares held through grantor retained annuity trusts of which the Reporting Person is the settlor, trustee and sole annuitant.
- These shares were transferred from MPRDHR III LLC to direct ownership for no consideration. The MPRDHR III LLC is a limited liability company of which the Reporting Person is the sole member.
- The Reporting Person is the trustee of the Mitchell P. Rales Family Trust.
- The reporting person disclaims beneficial ownership of the shares held by his spouse, Emily W. Rales, and this report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or for any other purpose.

Remarks:

/s/ Mitchell P. Rales 02/13/2017
 ** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.