

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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).

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. Date of Earliest Transaction (Month/Day/Year) <u>06/06/2017</u>	
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	06/06/2017		A		2,800 ⁽¹⁾	A	\$0.00	3,987,853	D	
Common Stock, par value \$0.01								14,500,000	I	Through single-member LLCs ⁽²⁾
Common Stock, par value \$0.01								327,587	I	Through the Mitchell P. Rales Family Trust ⁽³⁾
Common Stock, par value \$0.01								68,388	I	By 401(k)
Common Stock, par value \$0.01								12,585	I	By spouse ⁽⁴⁾

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					

Explanation of Responses:

1. Represents restricted stock units granted on June 6, 2017 and payable solely in common stock. The restricted stock units granted will vest at the earlier of June 6, 2018 or the date of the Issuer's 2018 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 the Reporting Person's retirement from the Board of Directors of the Issuer.
2. The reported shares are held through the following single-member LLCs: MPRDHR LLC, MPRDHR II LLC, MPRDHR III LLC, MPRDHR IV LLC and MPRDHR V LLC. The Reporting Person is the sole member of each of these LLCs.
3. The Reporting Person is the trustee of the Mitchell P. Rales Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Mitchell P. Rales Family Trust, except to the extent of the Reporting Person's pecuniary interest.
4. 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 purposes.

Remarks:

By: /s/ Mitchell P. Rales

06/08/2017

** 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.