

**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) <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>06/04/2019</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	06/04/2019		A		2,210 <sup>(1)</sup>	A	\$0.00	4,517,475	D	
Common Stock	06/04/2019		A		1,385 <sup>(2)</sup>	A	\$79.52 <sup>(2)</sup>	4,518,860	D	
Common Stock								17,000,000	I	Through single-member LLCs <sup>(3)</sup>

**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:**

- On June 4, 2019, the Issuer granted to the Reporting Person restricted stock units ("Annual Grant RSUs") of the Issuer in the amount indicated as an annual equity grant made to the Reporting Person. Since the Annual Grant RSUs are payable solely in common stock, they are being reported in Table I of this Form 4. The Annual Grant RSUs vest on the earlier of the first anniversary of the grant date or the date of the Issuer's 2020 annual meeting of the stockholders, 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.
- On June 4, 2019, the Issuer granted to the Reporting Person restricted stock units ("Deferral RSUs") of the Issuer in the amount indicated, based on a 20-day average price of \$79.52, pursuant to deferral election made by the Reporting Person of \$110,000 in annual retainer that would otherwise have been paid in cash. Since the Deferral RSUs are payable solely in common stock, they are being reported in Table I of this Form 4. The Deferral RSUs vest on the earlier of the first anniversary of the grant date or the date of the Issuer's 2020 annual meeting of the stockholders, 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.
- The reported shares are held through single-member LLCs, of which a revocable trust with the Reporting Person as the sole trustee and beneficiary is the sole member of these LLCs.

**Remarks:**

/s/ Steven M. Rales

06/06/2019

\*\* 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.