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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>Underwood Peter C</u>  (Last) (First) (Middle) 6920 SEAWAY BLVD  (Street) EVERETT WA 98203  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP - General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/27/2017</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			

**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						Title
Executive Deferred Incentive Program - Fortive Stock Fund <sup>(1)</sup>	\$0.0 <sup>(2)</sup>	01/27/2017		A		911.854 <sup>(1)</sup>		(3)	(3)	Common Stock	911.854 <sup>(1)</sup>	\$55.93 <sup>(1)</sup>	1,493.01 <sup>(1)</sup>	D	

**Explanation of Responses:**

1. Compensation deferred or contributed into the Fortive stock fund (the "EDIP Stock Fund") under Fortive's Executive Deferred Incentive Program (the "EDIP") is deemed to be invested in a number of unfunded, notional shares of the Issuer's common stock based on the closing price of such common stock as reported on the NYSE on the date such compensation is credited to the EDIP Stock Fund (or the closing price for the immediately preceding business day, if such date is not a business day), which closing price is shown in Table II, Column 8.
2. The notional shares convert on a one-to-one basis.
3. The Reporting Person immediately vests in 100% of each voluntary contribution to the EDIP Stock Fund. The Reporting Person will vest in all contributions to the EDIP Stock Fund by the Issuer as follows: 100% upon the earlier of the Reporting Person's death, or upon retirement following at least 5 years of service with the Issuer and reaching the age of 55, or, if earlier, one-tenth per year of participation following five years of participation, in each case in accordance with the EDIP. Upon termination of employment, the vested portion of the EDIP Stock Fund is settled in the Issuer's common stock.

**Remarks:**

Daniel B. Kim, as attorney-in-fact 01/30/2017

\*\* 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.