

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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

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|---|--|--|
| 1. Name and Address of Reporting Person* <u>Byrne Patrick J</u> (Last) (First) (Middle) <u>6920 SEAWAY BLVD</u> (Street) <u>EVERETT WA 98203</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2017</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 <input type="checkbox"/> 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 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 | 02/24/2017 | | M | | 958 | A | (1) | 8,348 | D | |
| Common Stock | 02/24/2017 | | M | | 1,441 | A | (1) | 9,789 | D | |
| Common Stock | 02/24/2017 | | M | | 3,590 | A | (1) | 13,379 | D | |
| Common Stock | 02/24/2017 | | F | | 2,225 | D | \$57.79 | 11,154 | D | |

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 |
| Employee Stock Option (Right to Buy) | \$57.26 | 02/23/2017 | | A | | 29,480 | | (2) | 02/23/2027 | Common Stock | 29,480 | \$0 | 29,480 | D | |
| Restricted Stock Unit | (1) | 02/24/2017 | | M | | | 958 | (3) | (3) | Common Stock | 958 | \$0 | 1,914 | D | |
| Restricted Stock Unit | (1) | 02/24/2017 | | M | | | 1,441 | (4) | (4) | Common Stock | 1,441 | \$0 | 4,323 | D | |
| Restricted Stock Unit | (1) | 02/24/2017 | | M | | | 3,590 | (5) | (5) | Common Stock | 3,590 | \$0 | 14,356 | D | |

Explanation of Responses:

- Restricted stock units are payable in shares of common stock on a one-to-one basis.
- One third of the options granted vest on each of the third, fourth, and fifth anniversary of the grant date.
- In connection with the separation of the Issuer from Danaher Corporation ("Danaher"), Restricted Stock Units issued by Danaher on February 24, 2014 to the Reporting Person that remained unvested as of July 2, 2016 were converted into 2,872 Restricted Stock Units of the Issuer vesting in three remaining equal annual installments beginning on February 24, 2017.
- In connection with the separation of the Issuer from Danaher, Restricted Stock Units issued by Danaher on February 24, 2015 to the Reporting Person that remained unvested as of July 2, 2016 were converted into 5,764 Restricted Stock Units of the Issuer vesting in four remaining equal annual installments beginning on February 24, 2017.
- In connection with the separation of the Issuer from Danaher, Restricted Stock Units issued by Danaher on February 24, 2016 to the Reporting Person that remained unvested as of July 2, 2016 were converted into 17,946 Restricted Stock Units of the Issuer vesting in five equal annual installments beginning on February 24, 2017.

Remarks:

Daniel B. Kim, as attorney-in-fact 02/27/2017

** 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.