

**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

1. Name and Address of Reporting Person* <u>Gafinowitz Martin</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) Senior Vice President
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/22/2018</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	02/22/2018		A		12,380 <sup>(1)</sup>	A	\$0	66,519	D	
Common Stock	02/22/2018		A		5,120 <sup>(2)</sup>	A	(3)	71,639	D	
Common Stock	02/23/2018		M		8,661	A	(3)	80,300	D	
Common Stock	02/23/2018		M		3,600	A	(3)	83,900	D	
Common Stock	02/23/2018		F		4,189 <sup>(4)</sup>	D	\$77.14	79,711	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						Title
Employee Stock Option (Right to Buy)	\$76.68	02/22/2018		A		31,030		(5)	02/22/2028	Common Stock	31,030	\$0	31,030	D	
Restricted Stock Unit	(3)	02/23/2018		M		8,661		(6)	(6)	Common Stock	8,661	\$0	8,661	D	
Restricted Stock Unit	(3)	02/23/2018		M		3,600		(7)	(7)	Common Stock	3,600	\$0	7,202	D	

**Explanation of Responses:**

- On February 23, 2017, the Compensation Committee (the "Committee") of the Issuer's Board of Directors awarded the Reporting Person Performance-Based Restricted Stock Awards ("RSAs"). This transaction is being reported in connection with the determination by the Committee on February 22, 2018 that the performance criteria of the RSAs have been achieved. The RSAs remain subject to time-based vesting provisions.
- On February 22, 2018, the Committee awarded the Reporting Person Restricted Stock Units ("RSUs"). This transaction is being reported to identify the portion of the RSUs that are subject only to time-based vesting provisions. Pursuant to the terms of the award, additional RSUs may be issued upon determination by the Committee that the corresponding performance criteria have been achieved.
- Restricted stock units are payable in shares of common stock on a one-to-one basis.
- This transaction relates to the aggregate withholding of shares for tax purposes in connection with the vesting and distribution of restricted stock units.
- 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 25,981 Restricted Stock Units of the Issuer vesting in three 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 10,702 Restricted Stock Units of the Issuer vesting in three equal annual installments beginning on February 23, 2018.

**Remarks:**

Daniel B. Kim, as attorney-in-fact 02/26/2018

\*\* 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.

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