

**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>LICO JAMES A</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)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/25/2019</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/25/2019		A		48,874 <sup>(1)</sup>	A	\$0	302,984	D	
Common Stock	02/25/2019		F		19,232 <sup>(2)</sup>	D	\$81.6	283,752	D	
Common Stock	02/25/2019		A		9,335 <sup>(3)</sup>	A	(4)	293,087	D	
Common Stock	02/25/2019		A		32,295 <sup>(5)</sup>	A	(4)	325,382	D	
Common Stock								19,402 <sup>(6)</sup>	I	By 401(k)

**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					
Employee Stock Option (Right to Buy)	\$81.6	02/25/2019		A		195,710		(7)	02/25/2029	Common Stock	\$0	195,710	D	

**Explanation of Responses:**

- In connection with the separation of the Issuer from Danaher Corporation ("Danaher"), Performance Stock Units issued by Danaher on February 24, 2016 to the Reporting Person that remained unvested as of July 2, 2016 were cancelled and replaced with Performance Stock Awards ("PSAs") of the Issuer. This transaction is being reported in connection with the determination by the Compensation Committee of the Issuer (the "Committee") on February 25, 2019 that the performance criteria of the PSAs have been achieved. The shares remain subject to a two-year holding period requirement.
- This transaction relates to the withholding of shares for tax purposes in connection with the vesting and distribution of PSAs.
- On February 22, 2018, the Committee awarded the Reporting Person Restricted Stock Units ("RSUs") with the opportunity to earn additional RSUs ("Additional RSUs") upon achievement of corresponding performance criteria. This transaction is being reported in connection with the determination by the Committee on February 25, 2019 that the performance criteria of the Additional RSUs have been achieved. The Additional RSUs remain subject to time-based vesting provisions.
- Restricted stock units are payable in shares of common stock on a one-to-one basis.
- On February 25, 2019, the Committee awarded the Reporting Person 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.
- Based on a plan statement dated as of January 31, 2019.
- One half of the options granted vest on each of the fourth and fifth anniversary of the grant date.

**Remarks:**

Daniel B. Kim, as attorney-in-fact 02/27/2019

\*\* 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.