

**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) <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) <b>Senior Vice President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/13/2019</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	11/13/2019		M		30,000	A	\$24.2	101,169	D	
Common Stock	11/13/2019		S		30,000	D	\$71.27 <sup>(1)</sup>	71,169	D	
Common Stock	11/14/2019		S		29,536	D	\$71.22 <sup>(2)</sup>	41,633	D	
Common Stock	11/15/2019		M		4,393	A	\$24.2	46,026	D	
Common Stock	11/15/2019		M		14,150	A	\$26.1	60,176	D	
Common Stock	11/15/2019		S		18,543	D	\$72.41 <sup>(3)</sup>	41,633	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)	\$24.2	11/13/2019		M			30,000	(4)	02/23/2021	Common Stock	30,000	\$24.2	4,393	D	
Employee Stock Option (Right to Buy)	\$24.2	11/15/2019		M			4,393	(4)	02/23/2021	Common Stock	4,393	\$24.2	0	D	
Employee Stock Option (Right to Buy)	\$26.1	11/15/2019		M			14,150	(5)	02/23/2022	Common Stock	14,150	\$26.1	22,518	D	

**Explanation of Responses:**

- The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.980 to \$71.495. The Reporting Person undertakes to provide to the Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.100 to \$71.505. The Reporting Person undertakes to provide to the Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.340 to \$72.500. The Reporting Person undertakes to provide to the Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- Prior to the separation of the Issuer from Danaher Corporation ("Danaher") on July 2, 2016 (the "Separation"), the stock options issued by Danaher on February 23, 2011 ("2011 Danaher Options") to the Reporting Person became exercisable ratably on the third, fourth and fifth anniversary of the grant date. In connection with the Separation, such fully-vested 2011 Danaher Options that remained unexercised as of July 2, 2016 were converted into fully-vested stock options to purchase 34,393 shares of the Issuer's common stock.
- Prior to the Separation, the stock options issued by Danaher on February 23, 2012 ("2012 Danaher Options") to the Reporting Person became exercisable ratably on the third, fourth and fifth anniversary of the grant date. In connection with the Separation, the 2012 Danaher Options that remained unexercised as of July 2, 2016 were converted into stock options to purchase 36,668 shares of the Issuer's common stock with identical vesting schedule.

**Remarks:**

Daniel B. Kim, as attorney-in-fact 11/15/2019

\*\* 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.

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