

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>02/19/2020</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			
Common Stock	02/19/2020		M		125,000	A	\$18.21	465,237	D	
Common Stock	02/19/2020		S		121,000	D	\$76.94 ⁽¹⁾	344,237	D	
Common Stock	02/19/2020		S		4,000	D	\$77.9 ⁽²⁾	340,237	D	
Common Stock	02/20/2020		A		30,673 ⁽³⁾	A	\$0	370,910	D	
Common Stock	02/20/2020		F		12,067	D	\$76.79	358,843	D	
Common Stock	02/20/2020		A		35,710 ⁽⁴⁾	A	⁽⁵⁾	394,553	D	
Common Stock								19,487 ⁽⁶⁾	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						Title
Employee Stock Option (Right to Buy)	\$18.21	02/19/2020		M			125,000	⁽⁷⁾	02/23/2020	Common Stock	125,000	\$0	70,293	D	
Employee Stock Option (Right to Buy)	\$76.79	02/20/2020		A		216,370		⁽⁸⁾	02/20/2030	Common Stock	216,370	\$0	216,370	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 \$76.80 to \$77.79. 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 \$77.84 to \$77.97. 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.
- On February 23, 2017, the Compensation Committee of the Issuer (the "Committee") awarded the Reporting Person Performance Stock Awards ("RSAs") subject to achievement of corresponding performance criteria. This transaction is being reported in connection with the determination by the Committee on February 20, 2020 that the performance criteria of the RSAs have been achieved. The shares remain subject to a two-year holding period requirement.
- On February 20, 2020, 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.
- RSUs are payable in shares of common stock on a one-to-one basis.
- Based on a plan statement dated as of January 31, 2020.
- 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, 2010 ("2010 Danaher Options") to the Reporting Person became exercisable ratably on fourth and fifth anniversary of the grant date. In connection with the Separation, the 2010 Danaher Options that remained unexercised as of July 2, 2016 were converted into stock options to purchase 195,293 shares of the Issuer's common stock with identical vesting schedule.
- 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 02/21/2020

** 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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