

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>LICO JAMES A</u> <hr/> (Last) (First) (Middle) <u>6920 SEAWAY BLVD</u> <hr/> (Street) <u>EVERETT WA 98203</u> <hr/> (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) <p style="text-align: center;">President and CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2020</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	02/21/2020		M		70,293 ⁽¹⁾	A	\$18.21	464,846	D	
Common Stock	02/21/2020		F		37,901 ⁽¹⁾	D	\$75.81	426,945	D	
Common Stock								19,487 ⁽²⁾	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	02/21/2020		M		70,293 ⁽¹⁾				Common Stock	70,293	\$0	0	D	

Explanation of Responses:

- Under the terms of the Fortive 2016 Stock Incentive Plan, on the last trading day on which an outstanding option may be exercised, if as of the close of trading on such day the then closing market price of a share of common stock of the Issuer exceeds the per share exercise price of such option by at least \$.01 (an "Eligible Option"), the holder of such option will be deemed to have automatically exercised ("Auto Exercise") such Eligible Option as of the expiration date of the Eligible Option, with the Issuer withholding the number of shares of common stock issued upon Auto Exercise in an amount necessary to satisfy (1) the exercise price obligation for the Eligible Option, and (2) the tax withholding requirements arising from the Auto Exercise, in each case, based on the market price as of the close of trading on the date of the Auto Exercise. This transaction is being reported to disclose the Auto Exercise of the corresponding Eligible Option held by the Reporting Person.
- 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.

Remarks:

Daniel B. Kim, as attorney-in-fact 02/24/2020

** 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.

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.