

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**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*<br><u>Gafinowitz Martin</u><br><br>(Last) (First) (Middle)<br>6920 SEAWAY BLVD<br><br>(Street)<br>EVERETT WA 98203<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Fortive Corp [ FTV ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Senior Vice President |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/24/2020             |   |
| 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                    | 02/24/2020                           |  | M                              |   | 3,600   | A          | (1)     | 48,482  | D  |   |
| Common Stock                    | 02/24/2020                           |  | F                              |   | 1,497 <sup>(2)</sup>  | D          | \$72.55 | 46,985  | D  |   |
| Common Stock                    | 02/24/2020                           |  | F                              |   | 3,406 <sup>(3)</sup>  | D          | \$72.55 | 43,579  | 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 Derivatives 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  | Amount or Number of Shares |  |  |   |  |
| Restricted Stock Unit                      | (1)  | 02/24/2020                           |  | M                              |   |  | 3,600 | (4)  | (4)             | Common Stock   | 3,600                      | \$0  | 0  | D   |  |

**Explanation of Responses:**

- 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.
- This transaction relates to the aggregate withholding of shares for tax purposes in connection with the vesting and distribution of restricted stock awards.
- 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 02/26/2020

\*\* 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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