

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> (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> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2021</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	02/23/2021		M		105,866	A	\$20.12	396,689	D	
Common Stock	02/23/2021		F ⁽¹⁾		58,586	D	\$67.44	338,103	D	
Common Stock	02/23/2021		F		6,525 ⁽²⁾	D	\$67.44	331,578	D	
Common Stock								19,650.181 ⁽³⁾	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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$20.12	02/23/2021		M			105,866	(4)	02/23/2021	Common Stock	105,866	\$0	0	D	

Explanation of Responses:

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

2. This transaction relates to the withholding of shares for tax purposes in connection with the vesting and distribution of restricted stock awards.

3. Based on a plan statement dated as of January 31, 2021.

4. Prior to the separation of the Issuer from Danaher Corporation ("Danaher") on July 2, 2016 (the "Separation"), one-half of the stock options issued by Danaher on February 23, 2011 ("2011 Danaher Options") to the Reporting Person became exercisable on the 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 158,686 shares of the Issuer's common stock. In addition, the total number of stock options and the exercise price reflect an anti-dilution adjustment applied as a result of the spin-off of Vontier Corporation from the Issuer on October 9, 2020.

Remarks:

Daniel B. Kim, as attorney-in-fact 02/24/2021
** 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.