

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* <u>Pringle William W</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>02/22/2021</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	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)  <u>Senior Vice President</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
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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	02/22/2021		M		11,421	A	\$63.76	82,469	D	
Common Stock	02/22/2021		S		11,421	D	\$67.44	71,048	D	
Common Stock	02/22/2021		F		971 <sup>(1)</sup>	D	\$67.09	70,077	D	
Common Stock	02/23/2021		M		12,893	A	\$47.61	82,970	D	
Common Stock	02/23/2021		S		12,893	D	\$66.44 <sup>(2)</sup>	70,077	D	
Common Stock	02/23/2021		F		1,393 <sup>(3)</sup>	D	\$67.44	68,684	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$63.76	02/22/2021		M		11,421	(4)	02/22/2028	Common Stock	11,421	\$0	22,846 <sup>(4)</sup>	D	
Employee Stock Option (Right to Buy)	\$47.61	02/23/2021		M		12,893	(4)	02/23/2027	Common Stock	12,893	\$0	12,895 <sup>(4)</sup>	D	

Explanation of Responses:

1. This transaction relates to the withholding of shares for tax purposes in connection with the vesting and distribution of restricted stock units.
2. The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.40 to \$66.51. 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.
3. This transaction relates to the withholding of shares for tax purposes in connection with the vesting and distribution of restricted stock awards.
4. One third of the options granted vest on each of the third, fourth, and fifth anniversary of the grant date. 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.

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