

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>	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>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	02/24/2021		A		518 <sup>(1)</sup>	A	(2)	69,202	D	
Common Stock	02/24/2021		A		3,852 <sup>(3)</sup>	A	(2)	73,054	D	
Common Stock	02/24/2021		M		13,087	A	\$35.38	86,141	D	
Common Stock	02/24/2021		S		8,722	D	\$67.425	77,419	D	
Common Stock	02/24/2021		S		4,365	D	\$67.37	73,054	D	
Common Stock	02/24/2021		M		4,313	A	(2)	77,367	D	
Common Stock	02/24/2021		F		1,789 <sup>(4)</sup>	D	\$67.64	75,578	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$35.38	02/24/2021		M			13,087	(5)	02/24/2026	Common Stock	13,087	\$0	0	D	
Restricted Stock Unit	(2)	02/24/2021		M			4,313	(6)	(6)	Common Stock	4,313	\$0	0	D	

**Explanation of Responses:**

- On February 20, 2020, the the Compensation Committee of the Issuer (the "Committee") awarded the Reporting Person Restricted Stock Units ("RSUs") with the opportunity to earn additional RSUs ("Additional RSUs") upon achievement of corresponding performance criteria. This transaction is being reported in connection with the determination by the Committee on February 24, 2021 that the performance criteria of the Additional RSUs have been achieved. The Additional RSUs remain subject to time-based vesting provisions.
- Restricted stock units are payable in shares of common stock on a one-to-one basis.
- On February 22, 2018, the Committee awarded the Reporting Person Performance Stock Units ("PSUs") subject to achievement of corresponding performance criteria. This transaction is being reported in connection with the determination by the Committee on February 24, 2021 that the performance criteria of the PSUs have been achieved. The shares remain subject to a two-year holding period requirement.
- This transaction relates to the withholding of shares for tax purposes in connection with the vesting and distribution of restricted stock units.
- Prior to the separation of the Issuer from Danaher Corporation ("Danaher") on July 2, 2016 (the "Separation"), one-fifth of the stock options issued by Danaher on February 24, 2016 ("2016 Danaher Options") to the Reporting Person became exercisable on each of the first five anniversaries of the grant date. In connection with the Separation, the 2016 Danaher Options that remained outstanding as of July 2, 2016 were converted into stock options to purchase 54,357 shares of the Issuer's common stock with identical vesting schedule. 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.
- In connection with the separation of the Issuer from Danaher, Restricted Stock Units issued by Danaher on February 24, 2016 to the Reporting Person that remained unvested as of July 2, 2016 were converted into 17,946 Restricted Stock Units of the Issuer vesting in five equal annual installments beginning on February 24, 2017. In addition, the total number of outstanding Restricted Stock Units of the Issuer reflects 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 02/26/2021

\*\* 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.