

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>MITCHELL KATE</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/08/2021</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	06/08/2021		A		1,265 ⁽¹⁾	A	\$0	15,312 ⁽²⁾	D	
Common Stock	06/08/2021		A		2,105 ⁽³⁾	A	\$71.37 ⁽³⁾	17,417	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					
Director Stock Option (Right to Buy)	\$72.03	06/08/2021		A		3,830		06/08/2021	06/08/2031	Common Stock	3,830		D	

Explanation of Responses:

- On June 8, 2021, the Issuer granted to the Reporting Person restricted stock units ("Annual Grant RSUs") of the Issuer in the amount indicated as portion of the annual equity grant made to the Reporting Person. Since the Annual Grant RSUs are payable solely in common stock, they are being reported in Table I of this Form 4. The Annual Grant RSUs vest on the earlier of the first anniversary of the grant date or the date of the Issuer's 2022 annual meeting of the stockholders, but the underlying shares will not be issued until the earlier of the Reporting Person's death or the first day of the seventh month following the Reporting Person's retirement from the Board of Directors of the Issuer.
- In connection with the spin-off of Vontier Corporation by the Issuer, outstanding Restricted Stock Units ("RSUs"), including RSUs previously granted to the Reporting Person, were subject to anti-dilution adjustments ("Anti-Dilution Adjustment"). To the extent that the outstanding RSUs granted to the Reporting Person were previously reported under Table I, the total number of shares reported include the additional RSUs held by the Reporting Person as a result of the Anti-Dilution Adjustment.
- On June 8, 2021, the Issuer granted to the Reporting Person restricted stock units ("Deferral RSUs") of the Issuer in the amount indicated, based on a 20-day average price of \$71.37, pursuant to deferral election made by the Reporting Person of \$150,000 in annual retainer that would otherwise have been paid in cash. Since the Deferral RSUs are payable solely in common stock, they are being reported in Table I of this Form 4. The Deferral RSUs vest on the earlier of the first anniversary of the grant date or the date of the Issuer's 2022 annual meeting of the stockholders, but the underlying shares will not be issued until the earlier of the Reporting Person's death or the first day of the seventh month following the Reporting Person's retirement from the Board of Directors of the Issuer.

Remarks:

Daniel B. Kim, as attorney-in-fact 06/10/2021

** 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.