

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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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>Walker Stacey A.</u>  (Last) (First) (Middle) 6920 SEAWAY BLVD  (Street) EVERETT WA 98203  (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) SVP - Human Resources
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2022</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	02/28/2022		A		7,230 <sup>(1)</sup>	A	(2)	36,928	D	
Common Stock	02/28/2022		A		3,985 <sup>(3)</sup>	A	(2)	40,913	D	
Common Stock	02/28/2022		A		1,337 <sup>(4)</sup>	A	(2)	42,250	D	
Common Stock	02/28/2022		S		1,080 <sup>(5)</sup>	D	\$64.43	41,170	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
Common Stock	\$64.75	02/28/2022		A		21,900		(6)	02/28/2032	Common Stock	21,900	\$64.75	21,900	D	

**Explanation of Responses:**

- On February 28, 2022, the Compensation Committee of the Issuer (the "Committee") awarded the Reporting Person Restricted Stock Units ("RSUs"). This transactions is being reported to identify the portion of the RSUs that are subject only to time-based vesting provisions. Pursuant to the terms of the award, additional RSUs may be issued upon determination by the Committee that the corresponding performance criteria have been achieved.
- Restricted stock units are payable in shares of common stock on a one-to-one basis.
- On February 24, 2021, 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 28, 2022 that the performance criteria of the Additional RSUs have been achieved. The Additional RSUs remain subject to time-based vesting provisions.
- On February 25, 2019, 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 28, 2022 that the performance criteria of the PSUs have been achieved. The shares remain subject to a two-year holding period requirement.
- The transaction was effectuated pursuant to a Rule 10b5-1 trading plan.
- One half of the options granted vest on each of the third and fourth anniversary of the grant date.

**Remarks:**

Daniel B. Kim, as attorney-in-fact 03/02/2022

\*\* 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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