

POLARIS INDUSTRIES INC/MN

Form 4

January 31, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Longren David C.

2. Issuer Name **and** Ticker or Trading
Symbol
POLARIS INDUSTRIES INC/MN
[PII]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2100 HIGHWAY 55
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2014

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP-ORV and ORV Engineering

MEDINA, MN 55340

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Stock				(A) or (D)	19,641	D	
Common Stock				Code V Amount (D) Price	485	I	By Son ⁽¹⁾
Common Stock					2,002 ⁽²⁾	I	By ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control**

SEC 1474
(9-02)

number.

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 125.67	01/29/2014		A	13,000	⁽³⁾ 01/29/2024	Common Stock	13,000
Performance Restricted Stock Units	⁽⁴⁾	01/29/2014		A	5,013	⁽⁴⁾ 03/15/2017	Common Stock	5,013

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Longren David C. 2100 HIGHWAY 55 MEDINA, MN 55340	VP-ORV and ORV Engineering

Signatures

Jennifer Carbert,
Attorney-in-Fact 01/31/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) The reporting person disclaims beneficial ownership of the shares held by his son, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son's shares for purposes of Section 16 or for any other purpose.
- (2) Estimate of the number of shares held in the reporting person's ESOP fund as of January 29, 2014. This plan uses unit accounting and the number of shares that a participant is deemed to hold varies with the price of Polaris stock.
- (3) The option vests in two equal installments on January 29, 2016 and January 29, 2018.
- (4) Each Performance Restricted Stock Unit (PRSU) represents a contingent right to receive one share of the Company's common stock. PRSUs are credited to the officer's account under the Company's 2007 Omnibus Incentive Plan (As Amended and Restated April 28,

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2011). Some or all of the PRSUs may be earned to the degree certain financial performance criteria are met over the course of the performance period of January 1, 2014 to December 31, 2016. The officer is entitled to receive one share of common stock for each PRSU earned in early 2017 when financial results are certified for the performance period.

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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