

POLARIS INDUSTRIES INC/MN
Form 4
August 29, 2014

FORM 4

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

OMB APPROVAL

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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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Morgan Bennett J

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)
08/27/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & COO

MEDINA, MN 55340
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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	08/27/2014		M		2,009 A \$ 21.785	108,761	D
Common Stock	08/27/2014		S		2,009 D \$ 147.06 (1)	106,752	D
Common Stock	08/28/2014		M		3,633 A \$ 21.785	110,385	D
Common Stock	08/28/2014		S		2,497 D \$ 146.5	107,888	D
Common Stock	08/28/2014		S		1,136 D \$ 146	106,752	D

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Common Stock	08/27/2014	G	V	832	D	\$ 0	16,650	I	By Sharon Morgan Living Trust
Common Stock	08/27/2014	G	V	190	A	\$ 0	490	I	By Son ⁽²⁾
Common Stock	08/27/2014	S		190	D	\$ 146.19	300	I	By Son ⁽²⁾
Common Stock	08/27/2014	G	V	190	A	\$ 0	190	I	By Daughter ⁽³⁾
Common Stock	08/27/2014	S		190	D	\$ 146.19	0	I	By Daughter ⁽³⁾
Common Stock	08/27/2014	G	V	190	A	\$ 0	190	I	By Son II ⁽²⁾
Common Stock							22,664	I	By Morgan Lifetime Trust
Common Stock							6,051 ⁽⁴⁾	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 number.

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 21.785	08/27/2014		M	2,009	01/31/2011	01/31/2018	Common Stock	2,009

Option
(Right to
Buy)

Employee
Stock

Option \$ 21.785 08/28/2014 M 3,633 01/31/2011 01/31/2018 Common 3,633
(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morgan Bennett J 2100 HIGHWAY 55 MEDINA, MN 55340			President & COO	

Signatures

Jennifer Carbert,
Attorney-in-Fact 08/29/2014

 **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).
Reflects the weighted average price of 2,009 shares of Common Stock sold by the reporting person in multiple transactions on August 27, 2014 with sale prices ranging from \$147.00 to \$147.11 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (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) The reporting person disclaims beneficial ownership of the shares held by his daughter, and this report should not be deemed an admission that the reporting person is the beneficial owner of his daughter's shares for purposes of Section 16 or for any other purpose.
- (3) Estimate of the number of shares held in the reporting person's ESOP fund as of August 27, 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.
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.