

POLARIS INDUSTRIES INC/MN
Form 4
November 26, 2013

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 *
MALONE MICHAEL W

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)
11/22/2013

____ Director
 Officer (give title below) _____ Other (specify below)
VP Finance & CFO

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 | (D) | Price | | | |
| Common Stock | 11/20/2013 | | G | V | 102 | D | \$ 0 | 21,198 | I | By Colleen M. Malone Living Trust |
| Common Stock | 11/20/2013 | | G | V | 102 | A | \$ 0 | 102 | I | By son I (1) |
| Common Stock | 11/21/2013 | | G | V | 204 | D | \$ 0 | 20,994 | I | By Colleen M. Malone |

| 1. Title of 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) | 8. Price of Derivative Security (Instr. 5) | 9. Name of Beneficial Owner (Instr. 6) |
|---------------------------------|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| Common Stock | | 11/21/2013 | | G V 306 | D | \$ 0 | 86,934 | D | Living Trust |
| Common Stock | | 11/21/2013 | | G V 102 | A | \$ 0 | 204 | I | By son I <u>(1)</u> |
| Common Stock | | 11/21/2013 | | G V 204 | A | \$ 0 | 204 | I | By daughter <u>(2)</u> |
| Common Stock | | 11/21/2013 | | G V 204 | A | \$ 0 | 204 | I | By son II <u>(3)</u> |
| Common Stock | | 11/22/2013 | | S | 204 | D | \$ 134.031 0 | I | By son I <u>(1)</u> |
| Common Stock | | 11/22/2013 | | S | 204 | D | \$ 134.1801 0 | I | By daughter <u>(2)</u> |
| Common Stock | | 11/22/2013 | | S | 204 | D | \$ 134.1601 0 | I | By son II <u>(3)</u> |
| Common Stock | | 11/22/2013 | | G V 39 | D | \$ 0 | 86,895 | D | |
| Common Stock | | 11/26/2013 | | G V 264 | D | \$ 0 | 86,631 | D | |
| Common Stock | | | | | | | 32,400 | I | By Malone Lifetime Trust |

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.

SEC 1474 (9-02)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Name of Beneficial Owner (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| | | | | | |
|------|---|---------------------|--------------------|-------|--|
| | | | | | Amount or Number of Shares |
| | | Date Exercisable | Expiration Date | Title | |
| Code | V | (A) | (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MALONE MICHAEL W 2100 HIGHWAY 55 MEDINA, MN 55340 | | | VP Finance & CFO | |

Signatures

Jennifer Carbert,
Attorney-in-Fact

11/26/2013

__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 son I, and this report should not be deemed an admission that the reporting person is the beneficial owner of son I'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 daughters's shares for purposes of Section 16 or for any other purpose.
 - (3) The reporting person disclaims beneficial ownership of the shares held by son II, and this report should not be deemed an admission that the reporting person is the beneficial owner of son II's shares for purposes of Section 16 or for any other purpose.

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.