

Dougherty Michael D.
Form 4
October 30, 2017

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 *
Dougherty Michael D.

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)
10/26/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President-International

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 | 05/05/2017 | | G | V | 177 | D | \$ 0 | 33,574 | I | by spouse's trust ⁽¹⁾ |
| Common Stock | 05/08/2017 | | G | V | 325 | D | \$ 0 | 33,249 | I | by spouse's trust ⁽¹⁾ |
| Common Stock | 05/09/2017 | | G | V | 311 | D | \$ 0 | 32,938 | I | by spouse's trust ⁽¹⁾ |
| Common Stock | 05/08/2017 | | G | V | 325 | A | \$ 0 | 2,434 | I | by wife as UTMA |

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| | | | | | | | | | |
|--------------|------------|---|---|-------|---|--------------------------|----------------------|---|---|
| Common Stock | 05/09/2017 | G | V | 311 | A | \$ 0 | 2,458 | I | custodian for son ⁽²⁾ by wife as UTMA custodian for daughter ⁽³⁾ |
| Common Stock | 10/26/2017 | M | | 8,000 | A | \$ 38.46 | 13,113 | D | |
| Common Stock | 10/26/2017 | S | | 8,000 | D | \$ 122.23 ⁽⁴⁾ | 5,113 | D | |
| Common Stock | | | | | | | 4,715 ⁽⁵⁾ | 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.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Options (right to buy) | \$ 38.46 | 10/26/2017 | | M | 8,000 | 01/31/2015 ⁽⁶⁾ 01/31/2021 | Common Stock | 8,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Dougherty Michael D.
2100 HIGHWAY 55
MEDINA, MN 55340

President-International

Signatures

Jennifer Carbert,
Attorney-in-Fact

10/30/2017

__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) Shares held in a revocable trust of which the reporting person and his spouse are trustees, and the reporting person and his spouse, or other members of their family, are the beneficiaries.

Shares held by son who shares reporting person's household. 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) Shares held by daughter who shares reporting person's household. 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) Reflects the weighted average price of 8,000 shares of Common Stock sold by the reporting person in multiple transactions on October 26, 2017 with sale prices ranging from \$122.00 to \$123.00 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.
- (4) Estimate of the number of shares held in the reporting person's ESOP fund as of October 26, 2017. This plan uses unit accounting and the number of shares that a participant is deemed to hold varies with the price of Polaris stock.
- (5) The option vested in two equal installments on January 31, 2013 and January 31, 2015.

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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