POLARIS INDUSTRIES INC/MN

Form 4

August 19, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Morgan Bo	Symbol POLARIS INDUSTRIES INC/MN [PII]						Issuer (Check all applicable)					
(Last) (First) (Middle) 2100 HIGHWAY 55			3. Date of Earliest Transaction (Month/Day/Year) 08/15/2013						Director 10% Owner _X_ Officer (give title Other (specify below) President & COO			
	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					
MEDINA,	MN 55340								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)	Execution any (Month/Da	Date, if	3. Transa Code (Instr.	8)	4. Securiti nDisposed (Instr. 3, 4	of (D)		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	08/15/2013			M		70,000	A	\$ 23.33	177,097	D		
Common Stock	08/15/2013			S		70,000	D	\$ 112.4244 (1)	107,097	D		
Common Stock	08/16/2013			G	V	345	D	\$ 0	106,752	D		
Common Stock	08/16/2013			G	V	580	D	\$ 0	17,482	I	By Sharon Morgan Living	

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									Trust
Common Stock	08/16/2016	G	V	230	A	\$ 0	530	I	By son (2)
Common Stock	08/16/2013	S		230	D	\$ 113.5201	300	I	By son (2)
Common Stock	08/16/2013	G	V	200	A	\$ 0	200	I	By Son (2)
Common Stock	08/16/2013	S		200	D	\$ 113.5801	0	I	By Son (2)
Common Stock	08/16/2013	G	V	200	A	\$ 0	200	I	By Daughter (3)
Common Stock	08/16/2013	S		200	D	\$113.59 (4)	0	I	By Daughter (3)
Common Stock							22,664	I	By Morgan Lifetime Trust
Common Stock							6,296	I	By ESOP

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Option (Right to	\$ 23.33	08/15/2013		M		70,000	01/29/2010	01/29/2017	Common Stock	70,000

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 08/19/2013

**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).
- Reflects the weighted average price of 70,000 shares of Common Stock sold by the reporting person in multiple transactions on August 15, 2013 with sale prices ranging from \$112.41 to \$112.99 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.
- (2) 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.
- (3) 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.
- (4) Reflects the price of 200 shares of Common Stock sold by the reporting person on August 15, 2013 in which 100 shares were sold with a sale price \$113.59 per share and 100 shares were sold with a sale price of \$113.5901 per share.

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.

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