

Speetzen Michael T
 Form 4
 February 01, 2019

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 *
 Speetzen Michael T

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)
 01/30/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP-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)
Common Stock	01/30/2019		A	(A) or (D) V Amount (1) 1,270	(2) 9,083	D	
Common Stock	01/30/2019		F	(3) 661 D \$ 84.58	8,422	D	
Common Stock					197	I	as UTMA custodian for daughter
Common Stock					197	I	by daughter (4)
					197	I	

Common Stock						by daughter ⁽⁴⁾
Common Stock		197		I		by daughter ⁽⁴⁾

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Options (right to buy)	\$ 84.58	01/30/2019		A	45,932	⁽⁵⁾ 01/30/2029	Common Stock	45,932	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Speetzen Michael T 2100 HIGHWAY 55 MEDINA, MN 55340			EVP-Finance & CFO	

Signatures

Jennifer Carbert,
Attorney-in-Fact 02/01/2019

 **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).

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- (1) Shares acquired in settlement of an equal number of performance restricted stock units upon vesting of the units.
- (2) Each performance restricted stock unit represented the right to receive one share of the Issuer's common stock upon the vesting of the units.
- (3) Shares withheld to satisfy reporting person's tax withholding obligation upon the vesting and settlement of performance restricted stock unit award.

Shares held by daughter who shares reporting person's household. The reporting person disclaims beneficial ownership of the shares held
- (4) 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.
- (5) The option vests in three equal installments on January 30, 2020, January 30, 2021, and January 30, 2022.

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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