Wine Scott W. Form 4 November 14, 2012

### FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Wine Scott               | 2. Issuer Name and Ticker or Trading<br>Symbol<br>POLARIS INDUSTRIES INC/MN<br>[PII] |  |          |  |      | s  | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)  |                      |  |  |   |
|--------------------------------------|--|--|----------|--|------|--|--|----------------------|--|--|---|
| (Last) 2100 HIGH                     | ` ,  | Middle)                                  |          | of Earliest Transaction<br>Day/Year)<br>2012 |      |  |  | _                    | X Director 10% Owner Other (specify below) Chief Executive Officer   |  |   |
| MEDINA,                              | 4. If Amendment, Date Original Filed(Month/Day/Year)                                 |  |          |  |      | -<br>-                                   | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |                      |  |  |   |
| (City)                               | (State)  | (Zip)                                    | Tab      | ole I - N                                    | on-l | Derivative                               | Secui  | rities Acqui         | ired, Disposed of,   | or Beneficiall   | y Owned   |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year)  | 2A. Deem<br>Execution<br>any<br>(Month/D | Date, if | 3.<br>Transa<br>Code<br>(Instr.              | 8)   | 4. Securit<br>for Dispos<br>(Instr. 3, 4 | ed of (  |                      | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common<br>Stock                      | 11/13/2012   |  |          | M  |      | 80,000                                   | A  | \$ 22.33             | 329,831  | D  |   |
| Common<br>Stock                      | 11/13/2012   |  |          | S  |      | 80,000                                   | D  | \$<br>81.4489<br>(1) | 249,831  | D  |   |

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

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SEC 1474

(9-02)

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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) |                                     |
|---|---|---|---|---|---------|--|--------------------|---|-------------------------------------|
| P. 1  |   |   |   | Code V  | (A) (D) | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Employee Stock Options (Right to                    | \$ 22.33  | 11/13/2012                              |   | M   | 80,000  | 02/01/2012   | 02/01/2020         | Common<br>Stock   | 80,000                              |

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |
|---------------------------------|---------------|
| Reporting Owner Maine / Address |               |

Director 10% Owner Officer Other

Wine Scott W.

Buy)

2100 HIGHWAY 55 X Chief Executive Officer

MEDINA, MN 55340

# **Signatures**

Jennifer Carbert, Attorney-in-Fact

\*\*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 80,000 shares of Common Stock sold by the reporting person in multiple transactions on

November 13, 2012 with sale prices ranging from \$80.98 to \$82.47 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.

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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