#### POLARIS INDUSTRIES INC/MN

Form 4

September 03, 2014

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations

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

may continue. 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 Bennett J Symb				/MDOI				Issuer (Check all applicable)			
			POLARIS INDUSTRIES INC/MN [PII]								
(Last)	(First)	(Middle)		te of Earliest Transaction				Director 10% OwnerX_ Officer (give title Other (specify			
2100 HIGHWAY 55			(Month/Day/Year) 08/29/2014					below)  President & COO			
								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 Reporti Person						porting		
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						ly Owned				
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Executio any	emed 3. 4. Securities Acquired (A on Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Day/Year) (Instr. 8)				(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(2115121-1)		
Common Stock	08/29/2014			M	2,721	A	\$ 21.785	109,473	D		
Common Stock	08/29/2014			S	2,721	D	\$ 146.04 (1)	106,752	D		
Common Stock	09/02/2014			M	66,637	A	\$ 21.785	173,389	D		
Common Stock	09/02/2014			S	15,392	D	\$ 147.01 (2)	157,997	D		
	09/02/2014			S	51,245	D		106,752	D		

### Edgar Filing: POLARIS INDUSTRIES INC/MN - Form 4

Common Stock	\$ 146.52 (3)				
Common Stock		16,650	I	By Sharon Morgan Living Trust	
Common Stock		300	I	By Son (4)	
Common Stock		190	I	By Son II	
Common Stock		22,664	I	By Morgan Lifetime Trust	
Common Stock		6,053 (5)	I	By ESOP	
Reminder: Report on a separate line for each class of securities benefici	ally owned directly or ind	lirectly.			
	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				

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

number.

De: Sec	Fitle of rivative curity str. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction 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
Sto Op	nployee ock otion ight to	\$ 21.785	08/29/2014	M		2,721	01/31/2011	01/31/2018	Common Stock	2,721
Sto	nployee ock otion	\$ 21.785	09/02/2014	M		66,637	01/31/2011	01/31/2018	Common Stock	66,637

(Right to 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

09/03/2014

\*\*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 2,721 shares of Common Stock sold by the reporting person in multiple transactions on August 29, 2014 with sale prices ranging from \$146.00 to \$146.1875 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.
- Reflects the weighted average price of 15,392 shares of Common Stock sold by the reporting person in multiple transactions on September 2, 2014 with sale prices ranging from \$147.00 to \$147.04 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.
- Reflects the weighted average price of 51,245 shares of Common Stock sold by the reporting person in multiple transactions on September 2, 2014 with sale prices ranging from \$146.15 to \$147.03 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) 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.
- (5) Estimate of the number of shares held in the reporting person's ESOP fund as of August 29, 2014. This plan uses unit accounting and the number of shares that a participant is deemed to hold varies with the price of Polaris stock.

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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