#### POLARIS INDUSTRIES INC/MN

Form 4

February 03, 2016

## FORM 4 UNITED STATE

1. Name and Address of Reporting Person \*

#### OMB APPROVAL

3235-0287

January 31,

OMB

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Number:

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

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

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
Estimated average burden hours per response... 0.5

Form 5 obligations may continue. *See* Instruction

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

2. Issuer Name and Ticker or Trading

POLARIS INDUSTRIES INC/MN

Symbol

1(b).

(Print or Type Responses)

Dougherty Michael D.

				[PII]							
(Last) (First) (Middle) 2100 HIGHWAY 55			3. Date of Earliest Transaction (Month/Day/Year) 02/01/2016					Director 10% OwnerX_ Officer (give title Other (specify below) President-International			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting			
	MEDINA, M	IN 55340							Person	More man One N	ceporung
	(City)	(State)	(Zip)	Table	l - Non-D	erivative S	Securit	ties Ac	quired, Disposed	of, or Beneficia	ally Owned
	1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or 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								8,704	D	
	Common Stock								30,674	I	by spouse's trust (1)
	Common Stock								1,804	I	by wife as UTMA custodian for son (2)
	Common Stock								1,825	I	by wife as UTMA custodian

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for daughter (3)

Common Stock  $4,726 \frac{(4)}{2}$  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.

### 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. Transacti Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V		(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Performance Restricted Stock Units	<u>(5)</u>	02/01/2016		M		2,752	<u>(5)</u>	03/15/2016	Common Stock	2,7
Deferred Stock Units	<u>(6)</u>	02/01/2016		M	2,752		<u>(7)</u>	<u>(7)</u>	Common Stock	2,7

### **Reporting Owners**

Reporting Owner Name / Address	Relationships
reporting owner runner runness	

Director 10% Owner Officer Other

Dougherty Michael D. 2100 HIGHWAY 55 MEDINA, MN 55340

President-International

### **Signatures**

Jennifer Carbert, Attorney-in-Fact 02/03/2016

\*\*Signature of Reporting Person Date

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### **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 (2) 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.
- Shares held by daughter who shares reporting person's household. The reporting person disclaims beneficial ownership of the shares held (3) 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.
- Estimate of the number of shares held in the reporting person's ESOP fund as of February 1, 2016. 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) Each performance restricted stock unit represents the right to receive, upon vesting, one share of the Issuer's common stock or, if a deferral election is made, one deferred stock unit under the Issuer's Supplemental/Retirement Savings Plan ("SERP").
- (6) Each deferred stock unit represents the right to receive one share of the Issuer's common stock, and is received in exchange for one performance restricted stock unit as described in note 5.
- At the settlement date elected by the reporting person under the SERP, the reporting person is entitled to receive one share of common (7) stock for each deferred stock unit held. The deferred stock units may be transferred into an alternative investment account in the SERP after a period of six months and one day.

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.