

Dougherty Michael D.
Form 4
October 23, 2012

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 *
Dougherty Michael D.

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)
10/22/2012

____ Director
 Officer (give title below) _____ Other (specify below)
VP-Asia Pac & Latin America

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 10/22/2012 | | M | V 2,324 A \$ 21.5075 | 8,324 | D | |
| Common Stock | 10/22/2012 | | G | V 2,324 D \$ 0 | 6,000 | D | |
| Common Stock | 10/22/2012 | | G | V 2,324 A \$ 0 | 32,026 | I | By spouse's trust ⁽¹⁾ |
| Common Stock | 10/22/2012 | | M | 6,500 A \$ 29.725 | 12,500 | D | |
| Common Stock | 10/22/2012 | | S | 6,500 D \$ 86.3717 | 6,000 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|--------|---|---|
| Common Stock | 10/22/2012 | M | 12,000 | A | \$ 22.33 | 18,000 | D | |
| Common Stock | 10/22/2012 | S | 12,000 | D | \$ 86.3717 | 6,000 | D | |
| Common Stock | 10/22/2012 | S | 1,250 | D | \$ 86.449 | 1,270 | I | By spouse as UTMA custodian for son ⁽²⁾ |
| Common Stock | 10/22/2012 | S | 1,250 | D | \$ 86.449 | 1,270 | I | By spouse at UTMA custodian for daughter ⁽³⁾ |
| Common Stock | | | | | | 4,790 | I | by ESOP |

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

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(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. 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (Right to Buy) | \$ 21.5075 | 10/22/2012 | | M | 2,324 | 11/03/2006 | 11/03/2013 | Common Stock | 2,324 |
| Employee Stock Options (Right to Buy) | \$ 29.725 | 10/22/2012 | | M | 6,500 | 11/01/2007 | 11/01/2014 | Common Stock | 6,500 |

Employee
Stock
Options
(Right to
Buy)

\$ 22.33

10/22/2012

M

12,000

02/01/2012

02/01/2020

Common
Stock

12,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dougherty Michael D. 2100 HIGHWAY 55 MEDINA, MN 55340 | | | VP-Asia Pac & Latin America | |

Signatures

Jennifer Carbert,
Attorney-in-Fact

10/23/2012

__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).

(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.

(2) Shares held by son who shares reporting person's household. 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) Shares held by daughter who shares reporting person's household. 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.

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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