

MALONE MICHAEL W
Form 4
February 01, 2013

FORM 4

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

OMB APPROVAL

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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 *
MALONE MICHAEL W

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)
01/30/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|-----------------------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 12/28/2012 | | G | V | 32,400 | D | \$ 0 | 21,300 | I | By Colleen M. Malone Living Trust |
| Common Stock | 12/28/2012 | | G | V | 32,400 | A | \$ 0 | 32,400 | I | By Malone Lifetime Trust |
| Common Stock | | | | | | | | 87,240 | D | |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Options (Right to Buy) | \$ 86.45 | 01/30/2013 | | A | 30,000 | ⁽¹⁾ 01/30/2023 | Common Stock | 30,000 |
| Performance Restricted Stock Units | ⁽²⁾ | 01/30/2013 | | A | 7,866 | ⁽²⁾ 03/15/2016 | Common Stock | 7,866 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MALONE MICHAEL W 2100 HIGHWAY 55 MEDINA, MN 55340 | | | VP Finance & CFO | |

Signatures

Jennifer Carbert,
Attorney-in-Fact

02/01/2013

**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) The option vests in two equal installments on January 30, 2015 and January 30, 2017.

(2) Each Performance Restricted Stock Unit (PRSU) represents a contingent right to receive one share of the Company's common stock. PRSUs are credited to the officer's account under the Company's 2007 Omnibus Incentive Plan (As Amended and Restated April 28,

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2011). Some or all of the PRSUs may be earned to the degree certain financial performance criteria are met over the course of the performance period of January 1, 2013 to December 31, 2015. The officer is entitled to receive one share of common stock for each PRSU earned in early 2016 when financial results are certified for the performance period.

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