

Swenson Scott A.  
Form 4  
February 02, 2011

**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 \*  
Swenson Scott A.

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)  
01/31/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP Snowmobiles & PG&A

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 (A) or (D) Price   |  |                                   |
| Common Stock                    | 01/31/2011                           |  |                                | M   | 9,000 A \$ 46.66  | 20,184   | D                                 |
| Common Stock                    | 01/31/2011                           |  |                                | S   | 8,200 D \$ 76.96 (1)  | 11,984   | D                                 |
| Common Stock                    | 02/01/2011                           |  |                                | M   | 6,500 A \$ 59.45  | 18,484   | D                                 |
| Common Stock                    | 02/01/2011                           |  |                                | M   | 2,000 A \$ 48.13  | 20,484   | D                                 |
| Common Stock                    | 02/01/2011                           |  |                                | S   | 8,500 D \$ 78   | 11,984   | D                                 |

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares    |
| Employee Stock Options (Right to Buy)      | \$ 76.92   | 01/31/2011                           |  | A                              | 10,000  | <sup>(2)</sup> 01/31/2021                                | Common Stock  | 10,000                        |
| Employee Stock Options (Right to Buy)      | \$ 46.66   | 01/31/2011                           |  | M                              | 9,000   | 01/29/2010 01/29/2017                                    | Common Stock  | 9,000                         |
| Employee Stock Options (Right to Buy)      | \$ 59.45   | 02/01/2011                           |  | M                              | 6,500   | 11/01/2007 11/01/2014                                    | Common Stock  | 6,500                         |
| Employee Stock Options (Right to Buy)      | \$ 48.13   | 02/01/2011                           |  | M                              | 2,000   | 04/17/2009 04/17/2016                                    | Common Stock  | 2,000                         |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Swenson Scott A.<br>2100 HIGHWAY 55<br>MEDINA, MN 55340 |               |           | VP Snowmobiles & PG&A |       |

## Signatures

Peggy James,  
Attorney-in-Fact

02/02/2011

\_\_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 9,000 shares of Common Stock sold by the reporting person in multiple transactions on January 31, 2011 with sale prices ranging from \$76.89 to \$77.13 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.
- (1) The option vests in two equal installments on January 31, 2013 and January 31, 2015.

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.