

Morgan Bennett J  
 Form 4  
 May 02, 2011

**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 \*  
 Morgan Bennett J

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)  
 04/28/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President & COO

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 or Price		
Common Stock	04/28/2011		M		4,824 A \$ 43.015	64,729	D
Common Stock	04/28/2011		M		12,500 A \$ 19.8	77,229	D
Common Stock	04/28/2011		S		15,000 D \$ 105.16 <sup>(1)</sup>	62,229	D
Common Stock	04/28/2011		G		240 D \$ 0	20,533	I

By Sharon Morgan Living Trust

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Common Stock	04/28/2011	G	120	D	\$ 0	2,452	I	By Bennett Morgan Living Trust
Common Stock	04/28/2011	G	120	A	\$ 0	120	I	By Son <sup>(2)</sup>
Common Stock	04/28/2011	G	240	A	\$ 0	420	I	By Daughter <sup>(3)</sup>
Common Stock	04/29/2011	M	6,000	A	\$ 59.45	68,229	D	
Common Stock	04/29/2011	M	9,176	A	\$ 43.015	77,405	D	
Common Stock	04/29/2011	S	15,176	D	\$ 105.03 <sup>(4)</sup>	62,229	D	
Common Stock	04/29/2011	S	120	D	\$ 105.1426	0	I	By Son <sup>(2)</sup>
Common Stock	04/29/2011	S	420	D	\$ 105.13 <sup>(5)</sup>	0	I	By Daughter <sup>(3)</sup>

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.**

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**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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Options (Right-to-buy)	\$ 43.015	04/28/2011		M	4,824	11/03/2006	11/03/2013	Common Stock	4,824
	\$ 19.8	04/28/2011		M	12,500	02/02/2011	02/02/2019		12,500

