

Morgan Bennett J  
 Form 4  
 February 26, 2010

**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 \*  
 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)  
 02/24/2010

\_\_\_\_ 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 |   | 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) |   |  |   |
| Common Stock                    | 02/24/2010                           |  | M                   |   | 6,000   | A          | \$ 14.719 89,875  | D  |   |
| Common Stock                    | 02/24/2010                           |  | F                   |   | 1,944   | D          | \$ 45.45 87,931   | D  |   |
| Common Stock                    | 02/26/2010                           |  | S                   |   | 345   | D          | \$ 45.67 0  | I  | By Son <sup>(1)</sup>                                 |
| Common Stock                    | 02/26/2010                           |  | S                   |   | 1,382   | D          | \$ 45.6656 86,549   | D  |   |
| Common Stock                    | 02/26/2010                           |  | S                   |   | 601   | D          | \$ 45.67 85,948   | D  |   |

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|              |            |  |     |     |   |          |        |   |                       |
|--------------|------------|--|-----|-----|---|----------|--------|---|-----------------------|
| Common Stock | 02/26/2010 |  | S   | 500 | D | \$ 45.65 | 85,448 | D |                       |
| Common Stock | 02/26/2010 |  | S   | 199 | D | \$ 45.68 | 85,249 | D |                       |
| Common Stock | 02/26/2010 |  | S   | 400 | D | \$ 45.72 | 84,849 | D |                       |
| Common Stock | 02/26/2010 |  | S   | 100 | D | \$ 45.71 | 84,749 | D |                       |
| Common Stock | 02/26/2010 |  | S   | 100 | D | \$ 45.66 | 84,649 | D |                       |
| Common Stock | 02/26/2010 |  | S   | 400 | D | \$ 45.78 | 84,249 | D |                       |
| Common Stock | 02/26/2010 |  | S   | 300 | D | \$ 45.79 | 83,949 | D |                       |
| Common Stock | 02/26/2010 |  | S   | 67  | D | \$ 45.81 | 83,882 | D |                       |
| Common Stock | 02/26/2010 |  | S   | 7   | D | \$ 45.8  | 83,875 | D |                       |
| Common Stock | 02/26/2010 |  | G V | 300 | D | \$ 0     | 83,575 | D |                       |
| Common Stock | 02/26/2010 |  | G V | 300 | A | \$ 0     | 300    | I | By Son <sup>(1)</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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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| Morgan Bennett J<br>2100 HIGHWAY 55<br>MEDINA, MN 55340 |               |           | President & COO |       |

## Signatures

Peggy James,  
Attorney-in-Fact

02/26/2010

\_\_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 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.

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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