

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>LEVATICH MATTHEW S</u>  (Last) (First) (Middle) HARLEY-DAVIDSON, INC. 3700 WEST JUNEAU AVENUE  (Street) MILWAUKEE WI 53208  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HARLEY DAVIDSON INC [ HOG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/25/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	10/25/2017		M		19,447	A	\$39.04	88,646	D	
Common Stock	10/25/2017		S		19,447	D	\$48.3564 <sup>(1)</sup>	69,199	D	
Common Stock								739.6508	I	By 401(k)
Common Stock								10.1459	I	By ESPP

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy) <sup>(2)</sup>	\$39.04	10/25/2017		M			19,447	02/13/2009 <sup>(3)</sup>	02/13/2018	Common Stock	19,447	\$39.04	0.0000	D	
Restricted Stock Units <sup>(4)</sup>	\$0.0000							(5)	(5)	Common Stock	62,750		62,750	D	
Stock Option (right to buy) <sup>(6)</sup>	\$41.33							02/09/2012 <sup>(3)</sup>	02/09/2021	Common Stock	26,247		26,247	D	
Stock Option (right to buy) <sup>(6)</sup>	\$45.32							02/06/2013 <sup>(3)</sup>	02/06/2022	Common Stock	32,198		32,198	D	
Stock Option (right to buy) <sup>(6)</sup>	\$51.78							02/04/2014 <sup>(3)</sup>	02/04/2023	Common Stock	34,567		34,567	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy) <sup>(7)</sup>	\$62.33							02/04/2015 <sup>(3)</sup>	02/04/2024	Common Stock	32,926	32,926	D	
Stock Option (right to buy) <sup>(4)</sup>	\$63.49							02/03/2016 <sup>(8)</sup>	02/03/2025	Common Stock	75,602	75,602	D	

**Explanation of Responses:**

- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$48.20 to 48.49 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Granted pursuant to the Harley-Davidson, Inc. 2004 Incentive Stock Plan.
- All options are currently exercisable.
- Granted pursuant to the Harley-Davidson, Inc. 2014 Incentive Stock Plan.
- Each restricted stock unit represents a contingent right to receive one share of stock. One-third of the units granted on 2/3/2015, 2/2/2016 and February 1, 2017 (granted pursuant to the 2014 Incentive Stock Plan) each vest on each of the first three anniversaries of the date of grant. Units are subject to forfeiture until vested.
- Granted pursuant to the Harley-Davidson, Inc. 2009 Incentive Stock Plan
- Granted pursuant to the Harley-Davidson, Inc. 2009 Incentive Stock Plan.
- Options granted pursuant to the Harley-Davidson, Inc. 2014 Incentive Stock Plan shall become exercisable for one-third of the shares covered by the option on each of the first three anniversaries of the date of grant.

/s/ Stephen W. Boettinger, as     10/27/2017  
Power of Attorney

\*\* Signature of Reporting Person     Date

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

\* 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).

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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