

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>Olin John A</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP & CFO
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/19/2017</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	10/19/2017		M		28,760	A	\$39.04	65,722	D	
Common Stock	10/19/2017		S		28,760	D	\$48.0306 <sup>(1)</sup>	36,962	D	
Common Stock								455.3618	I	By 401(k)

**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	10/19/2017		M		28,760		02/13/2009 <sup>(3)</sup>	02/13/2018	Common Stock	28,760	\$39.04	0.0000	D	
Restricted Stock Units <sup>(4)</sup>	\$0.0000							(5)	(5)	Common Stock	20,735		20,735	D	
Stock Option (right to buy) <sup>(6)</sup>	\$12.3							02/12/2010 <sup>(3)</sup>	02/12/2019	Common Stock	12,587		12,587	D	
Stock Option (right to buy) <sup>(2)</sup>	\$22.63							02/10/2011 <sup>(3)</sup>	02/10/2020	Common Stock	44,465		44,465	D	
Stock Option (right to buy) <sup>(2)</sup>	\$28.54							10/19/2010 <sup>(3)</sup>	10/19/2019	Common Stock	30,000		30,000	D	
Stock Option (right to buy) <sup>(2)</sup>	\$41.33							02/09/2012 <sup>(3)</sup>	02/09/2021	Common Stock	13,059		13,059	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	Title	Amount or Number of Shares				
Stock Option (right to buy) <sup>(2)</sup>	\$45.32							02/06/2013 <sup>(3)</sup>	02/06/2022	Common Stock	20,194		20,194	D	
Stock Option (right to buy) <sup>(2)</sup>	\$51.78							02/04/2014 <sup>(3)</sup>	02/04/2023	Common Stock	22,825		22,825	D	
Stock Option (right to buy) <sup>(4)</sup>	\$62.33							02/04/2015 <sup>(3)</sup>	02/04/2024	Common Stock	22,726		22,726	D	
Stock Option (right to buy) <sup>(4)</sup>	\$63.49							02/03/2016 <sup>(7)</sup>	02/03/2025	Common Stock	25,453		25,453	D	
Stock Option (right to buy) <sup>(6)</sup>	\$68.91							02/14/2008 <sup>(3)</sup>	02/14/2017	Common Stock	6,111		6,111	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 \$48.01 to \$48.115 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. 2009 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. 2004 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      10/20/2017  
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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