

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

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).

1. Name and Address of Reporting Person* <u>Thomas James Darrell</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) <u>VP - Interim CFO and Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/07/2020</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/07/2020		M		2,228	A	\$24.01	23,772	D	
Common Stock	08/07/2020		S		2,228	D	\$25.86	21,544	D	
Common Stock								1,441	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>(1)</sup>	\$24.01	08/07/2020		M			2,228	08/26/2011 <sup>(2)</sup>	08/26/2020	Common Stock	2,228	\$24.01	0.0000	D	
Restricted Stock Units	\$0.0000							02/01/2020 <sup>(3)</sup>	02/01/2022 <sup>(3)</sup>	Common Stock	2,831		2,831	D	
Restricted Stock Units	\$0.0000							02/02/2019 <sup>(4)</sup>	02/02/2021 <sup>(4)</sup>	Common Stock	1,062		1,062	D	
Restricted Stock Units	\$0.0000							02/05/2021 <sup>(5)</sup>	02/05/2023 <sup>(5)</sup>	Common Stock	4,403		4,403	D	
Restricted Stock Units	\$0.0000							08/01/2021 <sup>(6)</sup>	08/01/2022 <sup>(6)</sup>	Common Stock	7,000		7,000	D	
Stock Option (right to buy) <sup>(1)</sup>	\$41.33							02/09/2012 <sup>(2)</sup>	02/09/2021	Common Stock	5,884		5,884	D	
Stock Option (right to buy) <sup>(1)</sup>	\$45.32							02/06/2013 <sup>(2)</sup>	02/06/2022	Common Stock	6,049		6,049	D	
Stock Option (right to buy) <sup>(1)</sup>	\$51.78							02/04/2014 <sup>(2)</sup>	02/04/2023	Common Stock	5,541		5,541	D	
Stock Option (right to buy) <sup>(7)</sup>	\$62.33							02/04/2015 <sup>(2)</sup>	02/04/2024	Common Stock	4,963		4,963	D	
Stock Option (right to buy) <sup>(7)</sup>	\$63.49							02/03/2016 <sup>(2)</sup>	02/03/2025	Common Stock	5,376		5,376	D	

Explanation of Responses:

1. Granted pursuant to the Harley-Davidson, Inc. 2009 Incentive Stock Plan.
2. All options are currently exercisable.
3. On February 1, 2019, the Reporting Person was granted 4,246 restricted stock units vesting with respect to 1,415 shares on February 1, 2020 and February 1, 2021, and 1,416 shares on February 1, 2022.
4. On February 2, 2018, the Reporting Person was granted 3,184 restricted stock units vesting with respect to 1,061 shares on February 2, 2019 and February 2, 2020, and 1,062 shares on February 2, 2021.
5. On February 5, 2020, the Reporting Person was granted 4,403 restricted stock units vesting with respect to 1,467 shares on February 5, 2021, and 1,468 shares on February 5, 2020 and February 5, 2023.
6. On August 1, 2019, the Reporting Person was granted 7,000 restricted stock units vesting with respect to 3,500 shares on August 1, 2021 and August 1, 2022.
7. Granted pursuant to the Harley-Davidson, Inc. 2014 Incentive Stock Plan.

/s/ Paul J. Krause, as Power of Attorney      08/11/2020

\*\* 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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