

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* <b>HUND LAWRENCE G</b>  (Last) (First) (Middle) <b>HARLEY-DAVIDSON, INC.</b> <b>3700 WEST JUNEAU AVENUE</b>  (Street) <b>MILWAUKEE WI 53208</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>HARLEY DAVIDSON INC [ HOG ]</b>	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) <b>President-HDFS</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/30/2017</b>	
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	08/30/2017		M		15,013	A	\$18.92	23,673	D	
Common Stock	08/30/2017		S		15,013	D	\$47.1797 <sup>(1)</sup>	8,660	D	
Common Stock								1,619	I	By Wife

**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>	\$18.92	08/30/2017		M			15,013	07/17/2010 <sup>(3)</sup>	07/17/2019	Common Stock	15,013	\$18.92	25,040	D	
Restricted Stock Units <sup>(4)</sup>	\$0.0000							(5)	(5)	Common Stock	17,084		17,084	D	
Stock Option (right to buy) <sup>(2)</sup>	\$22.63							02/10/2011 <sup>(3)</sup>	02/10/2020	Common Stock	25,073		25,073	D	
Stock Option (right to buy) <sup>(2)</sup>	\$62.33							02/04/2015 <sup>(3)</sup>	02/04/2025	Common Stock	19,509		19,509	D	
Stock Option (right to buy) <sup>(4)</sup>	\$63.49							02/03/2016 <sup>(6)</sup>	02/03/2025	Common Stock	20,950		20,950	D	

**Explanation of Responses:**

1. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$47.13 to \$47.20 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.

2. Granted pursuant to the Harley-Davidson, Inc. 2009 Incentive Stock Plan.

3. All options are currently exercisable.

4. Granted pursuant to the Harley-Davidson, Inc. 2014 Incentive Stock Plan.

5. 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.

6. 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  
Power of Attorney

09/01/2017

\*\* 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.

**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 Number.**