

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) 02/04/2019	
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	02/05/2019		M		53,137	A	\$0.0000	158,282	D	
Common Stock	02/05/2019		F		24,975	D	\$36.65	133,307	D	
Common Stock								757.98	I	By 401(k)
Common Stock								0.1465	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
Restricted Stock Units	\$0.0000	02/04/2019		M			37,330	(1)	(1)	Common Stock	37,330	\$0.0000	181,254	D	
Restricted Stock Units	\$0.0000	02/05/2019		M			53,137	(1)	(1)	Common Stock	53,137	\$0.0000	128,117	D	
Stock Option (right to buy) <sup>(2)</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>(2)</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>(2)</sup>	\$51.78							02/04/2014 <sup>(3)</sup>	02/04/2023	Common Stock	34,567		34,567	D	
Stock Option (right to buy) <sup>(4)</sup>	\$62.33							02/04/2015 <sup>(3)</sup>	02/04/2024	Common Stock	32,926		32,926	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)				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>(5)</sup>	\$63.49							02/03/2016 <sup>(3)</sup>	02/03/2025	Common Stock	75,602	75,602	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of stock. One-third of the units granted 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
- All options are currently exercisable.
- Granted pursuant to the Harley-Davidson, Inc. 2009 Incentive Stock Plan.
- Granted pursuant to the Harley-Davidson, Inc. 2014 Incentive Stock Plan.

/s/ Paul J. Jones, as Power of Attorney      02/06/2019

\*\* 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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