

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>Anding Julie M</u> <hr/> (Last) (First) (Middle) HARLEY-DAVIDSON, INC. 3700 WEST JUNEAU AVENUE <hr/> (Street) MILWAUKEE WI 53208 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/03/2019	3. Issuer Name and Ticker or Trading Symbol HARLEY DAVIDSON INC [ HOG ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP, CHRO	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	773.198	I	By 401(k)

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Restricted Stock Units	(1)	(1)	Common Stock	19,284	0.0000	D
Stock Option (right to buy)	02/06/2012 <sup>(2)</sup>	02/06/2022	Common Stock	2,471	45.32	D
Stock Option (right to buy)	02/04/2013 <sup>(2)</sup>	02/04/2023	Common Stock	2,287	51.78	D
Stock Option (right to buy)	02/04/2014 <sup>(2)</sup>	02/04/2024	Common Stock	1,985	62.33	D
Stock Option (right to buy)	02/03/2015 <sup>(2)</sup>	02/03/2025	Common Stock	2,066	63.49	D

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of stock. One-third of the units granted on 10/24/16, 2/1/17, 2/2/18 and 2/1/19 each vest on each of the first three anniversaries of the date of grant. Units are subject to forfeiture until vested.
- All options are currently exercisable.

**Remarks:**

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/s/ Paul J. Krause, as Power of Attorney 02/05/2019

\*\* 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 5 (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.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Paul J. Jones, Paul J. Krause and John A. Olin, or either of them acting singly and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned (in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the Exchange Act) and Rule 144 of the Securities Act of 1933, as amended (the Securities Act), in the undersigned's capacity as an officer or director or both of Harley-Davidson, Inc. (the Company), any and all Form IDs, Forms 3, 4 and 5 and/or 144, and any amendments thereto, that are necessary or advisable for the undersigned to file under Section 16(a) of the Exchange Act and Rule 144 of the Securities Act (collectively, Documents);

2. do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Documents and timely file such Documents with the United States Securities and Exchange Commission and any stock exchange or similar authority;

3. seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to each of the undersigned's attorneys-in-fact appointed by this Limited Power of Attorney and approves and ratifies any such release of information; and

4. take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of,

or legally required by or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact may approve in

such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary or proper to be done in the exercise of

any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in

such capacity at the request and on the behalf of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities

to comply with, or any liability for the failure to comply with, any provision of

Section 16 of the Exchange Act.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Documents with respect to the undersigned's holdings of and transaction in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of

the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney as of this 18th day of January, 2019.

Signed and acknowledged:

\_\_\_\_\_/s/ Julie Anding\_\_\_\_\_  
Signature

Julie Anding  
Printed Name