

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

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>Jones Paul J</u> _____ (Last) (First) (Middle) <u>HARLEY-DAVIDSON, INC.</u> <u>3700 WEST JUNEAU AVENUE</u> _____ (Street) <u>MILWAUKEE WI 53208</u> _____ (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 & Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/04/2019</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	02/05/2019		M		10,212	A	\$0.0000	15,152	D	
Common Stock	02/05/2019		F		3,268	D	\$36.65	11,884	D	
Common Stock								1,887.21	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
Restricted Stock Units	\$0.0000	02/04/2019		M			7,267	(1)	(1)	Common Stock	7,267	\$0.0000	36,126	D	
Restricted Stock Units	\$0.0000	02/05/2019		M			10,212	(1)	(1)	Common Stock	10,212	\$0.0000	25,914	D	
Stock Option (right to buy) ⁽²⁾	\$45.32							02/06/2013 ⁽³⁾	02/06/2022	Common Stock	11,039		11,039	D	
Stock Option (right to buy) ⁽²⁾	\$51.78							02/04/2014 ⁽³⁾	02/04/2023	Common Stock	11,536		11,536	D	
Stock Option (right to buy) ⁽²⁾	\$62.33							02/04/2015 ⁽³⁾	02/04/2024	Common Stock	12,989		12,989	D	
Stock Option (right to buy) ⁽⁴⁾	\$63.49							02/03/2016 ⁽³⁾	02/03/2025	Common Stock	13,860		13,860	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of stock. One-third of the units granted on each of 2/3/2015, 2/2/2016, and 2/1/2017 vest on each of the first three anniversaries of the date of grant. Units are subject to forfeiture until vested.
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.

/s/ John A. Olin 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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