

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>HUND LAWRENCE G</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>President-HDFS</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		14,508	A	\$0.0000	25,021 <sup>(1)</sup>	D	
Common Stock	02/05/2019		F		6,428	D	\$36.65	18,593	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
Restricted Stock Units	\$0.0000	02/04/2019		M			10,224	(2)	(2)	Common Stock	10,224	\$0.0000	60,145	D	
Restricted Stock Units	\$0.0000	02/05/2019		M			14,508	(3)	(3)	Common Stock	14,508	\$0.0000	45,637	D	
Stock Option (right to buy) <sup>(4)</sup>	\$22.63							02/10/2011 <sup>(5)</sup>	02/10/2020	Common Stock	13,073		13,073	D	
Stock Option (right to buy) <sup>(6)</sup>	\$62.33							02/04/2015 <sup>(5)</sup>	02/04/2025	Common Stock	19,509		19,509	D	
Stock Option (right to buy) <sup>(7)</sup>	\$63.49							02/03/2016 <sup>(5)</sup>	02/03/2025	Common Stock	20,950		20,950	D	

**Explanation of Responses:**

1. On 7/17/2012, 5285 shares of restricted stock vested, 2191 shares were withheld to pay the tax withholding associated with the vesting. Accordingly, the remaining 3094 shares are now reflected as common stock. On 2/5/19 14,508 shares of restricted stock vested.

2. Each restricted stock unit represents a contingent right to receive one share of stock. Units vest on the first three anniversaries of grant date. Units are subject to forfeiture until vested.

3. Each restricted stock unit represents a contingent right to receive one share of stock. Units vest on the first three anniversaries of grant date. Units are subject to forfeiture until vested. 14,508 RSUs vested on 2/5/19.

- 4. Granted pursuant to the Harley-Davidson, Inc. 2009 Incentive Stock Plan
- 5. All options are currently exercisable.
- 6. Granted pursuant to the Harley-Davidson, Inc. 2009 Incentive Stock Plan.
- 7. 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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