

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*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
BISCHMANN JOANNE M			HARLEY DAVIDSON INC [HOG]		Director 10% Owner	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		X Officer (give title below) Other (specify below)	
HARLEY-DAVIDSON, INC.			02/02/2017		Vice President, Communications	
3700 WEST JUNEAU AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)					X Form filed by One Reporting Person	
MILWAUKEE WI 53208					Form filed by More than One Reporting Person	
(City) (State) (Zip)						

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	02/02/2017		M		852	A	\$0.0000	2,586.2223	D	
Common Stock	02/02/2017		F		468	D	\$56.25	2,118.2223	D	
Common Stock	02/03/2017		M		522	A	\$0.0000	2,640.2223	D	
Common Stock	02/03/2017		F		247	D	\$56.45	2,393.2223	D	
Common Stock	02/04/2017		M		478	A	\$0.0000	2,871.2223	D	
Common Stock	02/04/2017		F		226	D	\$56.45	2,645.2223 ⁽¹⁾	D	
Common Stock								4,116.1362	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0.0000	02/02/2017		M		852	(2)	(2)	Common Stock	852	\$0.0000	5,134	D	
Restricted Stock Units	\$0.0000	02/03/2017		M		522	(2)	(2)	Common Stock	522	\$0.0000	4,612	D	
Restricted Stock Units	\$0.0000	02/04/2017		M		478	(2)	(2)	Common Stock	478	\$0.0000	4,134	D	
Stock Option (right to buy) ⁽³⁾	\$51.78						02/04/2014 ⁽⁴⁾	02/04/2023	Common Stock	3,392		3,392	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)		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	Amount or Number of Shares				
Stock Option (right to buy) ⁽⁵⁾	\$62.33							02/04/2015 ⁽⁴⁾	02/04/2024	Common Stock	4,586		4,586	D	
Stock Option (right to buy) ⁽⁶⁾	\$63.49							02/03/2016 ⁽⁷⁾	02/03/2025	Common Stock	5,007		5,007	D	
Stock Option (right to buy) ⁽⁸⁾	\$68.91							02/14/2008 ⁽⁴⁾	02/14/2017	Common Stock	6,513		6,513	D	

Explanation of Responses:

- On 2/2/2017, 852 restricted stock units vested; on 2/3/2017, 522 restricted stock units vested; on 2/4/2017, 467 restricted stock units vested. 941 shares were withheld to pay the tax withholding associated with the vestings. Accordingly, the remaining 911 shares are now reflected as common stock.
- Each restricted stock unit represents a contingent right to receive one share of stock. One-third of the units granted on 2/4/2014 (granted pursuant to the 2009 Incentive Stock Plan) and 2/3/2015 and 2/2/2016 (granted pursuant to the 2014 Incentive Stock Plan) 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.
- 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.
- Granted pursuant to the Harley-Davidson, Inc. 2004 Incentive Stock Plan.

/s/ Stephen W. Boettinger, as 02/06/2017
Power of Attorney

** 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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