

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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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> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/02/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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> 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 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 | | 2,528 | A | \$0.0000 | 2,528 | D | |
| Common Stock | 02/02/2017 | | F | | 953 | D | \$56.25 | 1,575 | D | |
| Common Stock | 02/03/2017 | | M | | 1,444 | A | \$0.0000 | 3,019 | D | |
| Common Stock | 02/03/2017 | | F | | 504 | D | \$56.45 | 2,515 | D | |
| Common Stock | 02/04/2017 | | M | | 1,353 | A | \$0.0000 | 3,868 | D | |
| Common Stock | 02/04/2017 | | F | | 474 | D | \$56.45 | 3,394 ⁽¹⁾ | D | |
| Common Stock | | | | | | | | 1,599.2739 | 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 | | | | | |
| Restricted Stock Units | \$0.0000 | 02/02/2017 | | M | | 2,528 | (2) | (2) | Common Stock | 2,528 | \$0.0000 | 14,729 | D |
| Restricted Stock Units | \$0.0000 | 02/03/2017 | | M | | 1,444 | (2) | (2) | Common Stock | 1,444 | \$0.0000 | 13,285 | D |
| Restricted Stock Units | \$0.0000 | 02/04/2017 | | M | | 1,353 | (2) | (2) | Common Stock | 1,353 | \$0.0000 | 11,932 | D |
| Stock Option (right to buy) ⁽³⁾ | \$45.32 | | | | | | 02/06/2013 ⁽⁴⁾ | 02/06/2022 | Common Stock | 11,039 | | 11,039 | 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) ⁽³⁾ | \$51.78 | | | | | | | 02/04/2014 ⁽⁴⁾ | 02/04/2023 | Common Stock | 11,536 | | 11,536 | D | |
| Stock Option (right to buy) ⁽⁵⁾ | \$62.33 | | | | | | | 02/04/2015 ⁽⁴⁾ | 02/04/2024 | Common Stock | 12,989 | | 12,989 | D | |
| Stock Option (right to buy) ⁽⁶⁾ | \$63.49 | | | | | | | 02/03/2016 ⁽⁷⁾ | 02/03/2025 | Common Stock | 13,860 | | 13,860 | D | |

Explanation of Responses:

- On 2/2/2017, 2,528 restricted stock units vested; on 2/3/2017, 1,444 restricted stock units vested; on 2/4/2017, 1,353 restricted stock units vested. 1,931 shares were withheld to pay the tax withholding associated with the vestings. Accordingly, the remaining 3,394 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.

/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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