

Arnold Stephen D
Form 4
December 16, 2004

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
POLARIS VENTURE
MANAGEMENT CO III LLC

2. Issuer Name and Ticker or Trading Symbol
POLARIS INDUSTRIES INC/MN
[ALNY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 WINTER STREET, SUITE
3350

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2004

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)
WALTHAM, MA 02451-1215

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 or (D) Price | | | |
| Common Stock | 12/14/2004 | | S | 4,084 D \$ 6.517 | 61,251 | I | See footnotes (1) (4) (5) (6) |
| Common Stock | 12/14/2004 | | S | 159,932 D \$ 6.517 | 2,358,098 | I | See footnotes (2) (4) (5) (6) |
| Common Stock | 12/14/2004 | | S | 2,484 D \$ 6.517 | 37,178 | I | See footnotes (3) (4) (5) (6) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| POLARIS VENTURE MANAGEMENT CO III LLC 1000 WINTER STREET SUITE 3350 WALTHAM, MA 02451-1215 | | X | | |
| POLARIS VENTURE PARTNERS III LP 1000 WINTER STREET SUITE 3350 WALTHAM, MA 02451-1215 | | X | | |
| POLARIS VENTURE PARTNERS ENTREPRENEURS FUND III LP 1000 WINTER STREET SUITE 3350 WALTHAM, MA 02451-1215 | | X | | |
| POLARIS VENTURE PARTNERS FOUNDERS FUND III LP 1000 WINTER STREET SUITE 3350 WALTHAM, MA 02451-1215 | | X | | |
| Arnold Stephen D 1000 WINTER STREET SUITE 3350 WALTHAM, MA 02451-1215 | | X | | |

| | |
|--|---|
| Flint Jonathan A 1000 WINTER STREET SUITE 3350 WALTHAM, MA 02451-1215 | X |
| MCGUIRE TERRANCE 1000 WINTER STREET SUITE 3350 WALTHAM, MA 02451-1215 | X |
| SPOON ALAN G 1000 WINTER STREET SUITE 3350 WALTHAM, MA 02451-1215 | X |

Signatures

/s/ Kevin
Littlejohn

12/16/2004

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
 - (1) These shares are owned directly by Polaris Venture Partners Entrepreneurs' Fund III, L.P. ("PVPEF III"), of which Polaris Venture Management Co. III, LLC ("PVM III") is the General Partner. As such, PVM III may be deemed to share voting and investment powers with respect to the shares owned by PVPEF III.
 - (2) These shares are owned directly by Polaris Venture Partners III, L.P. ("PVP III") of which PVM III is the General Partner. As such, PVM III may be deemed to share voting and investment powers with respect to the shares owned by PVP III.
 - (3) These shares are owned directly by Polaris Venture Partners Founders' Fund III, L.P. ("PVPFF III"), of which PVM III is the General Partner. As such, PVM III may be deemed to share voting and investment powers with respect to the shares owned by PVPFF III.
 - (4) PVM III is the General Partner of PVP III, PVPEF III and PVPFF III, and Stephen D. Arnold, Jonathan A. Flint, Terrance G. McGuire and Alan G. Spoon, the managing members of PVM III, may be deemed to share voting and dispositive power over the shares held by PVP III, PVPEF III and PVPFF III. Such persons disclaim beneficial ownership of shares held by PVP III, PVPEF III and PVPFF III except to the extent of any pecuniary interest therein.
 - (5) North Star Ventures directly or indirectly provides investment advisory services to various venture capital funds, including PVM III, the General Partner of PVPEF III, PVPFF III and PVP III. The respective General Partners of these funds exercise sole voting and investment power with respect to the shares held by such funds.
 - (6) Continued from footnote 5. The members of North Star Ventures are members of PVM III, the General Partner of PVPEF III, PVPFF III and PVP III. As members of PVM III, they may be deemed to share voting and investment powers with respect to the shares held by such funds. These principals disclaim beneficial ownership of all such shares except to the extent of their proportionate pecuniary interest therein.

Remarks:

Form filed by more than one reporting person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.