



**Courage. You can call it character.
You can call it determination.
Or you can just call it guts. But courage
changes everything. Ask any rider.
It's the stuff that gives you the confidence
to power forward, seize the road and
live your dream. And it's at the heart of
every hard decision. 2009 was a year
that called on Harley-Davidson to focus
our direction, move boldly and do the
right things to fuel our future.
After all, there's a reason we've been
around 107 years. We know what it
takes to succeed.**

HARLEY-DAVIDSON, INC. 2009 ANNUAL REPORT

COURAGE, FOCUS AND DIRECTION.

DEAR FELLOW SHAREHOLDERS: In the worst economic downturn in decades, 2009 was a year that required Harley-Davidson to respond with tough, courageous decisions.

We had two key priorities. First, we executed on our strategy to manage the business effectively in the near term and address the immediate challenges. But we needed to do more than simply persevere. We needed to establish a bold, clear strategic direction that would maximize our opportunities going forward and restore the Company as a strong business that could consistently grow over the long haul. We set that direction, and the word that best describes our new strategy is “focus.”

We wasted no time in bringing this strategy to life, moving quickly to focus our resources behind the unique strengths and growth potential of the Harley-Davidson brand.

In light of the 2009 landscape and the actions we took, our 2009 financial results were not surprising. Income from continuing operations of \$70.6 million, or \$0.30 per share, decreased 89.7 percent from the prior year, on a 23.1 percent drop in revenue from motorcycles and related products to \$4.29 billion. These results primarily reflect the impact of reduced motorcycle shipments, restructuring and Buell exit costs, and non-cash charges related to Harley-Davidson Financial Services. When the loss from MV Agusta discontinued operations is included, the Company reported a full-year net loss of \$55.1 million. At the same time, even with the decrease in profitability due to the reduction in motorcycle shipments and restructuring spending, the Company’s continuing operations generated \$609 million in cash flow from operating activities in 2009. This speaks well for the ability to generate cash, even in a challenging business environment.

ADDRESSING THE IMMEDIATE CHALLENGES

To address the immediate challenges of 2009 and the deep recession, we decreased Harley-Davidson motorcycle shipments to dealers by nearly 27 percent compared

to 2008. Managing supply in line with demand remains a top priority as a key underpinning of brand strength.

We embarked on a major consolidation and restructuring of our production operations to get our cost structure right at lower volumes.

We also succeeded in obtaining the funding needed to support the lending activities of Harley-Davidson Financial Services—another priority for us in 2009. Our ability to fund motorcycle loans for customers was a key strategic advantage in 2009 and was one of the reasons for our market share growth during the year. As a result of our actions, HDFS is on much stronger footing, and we believe we have provided for its anticipated funding needs for 2010.

STRATEGIC FOCUS

Looking out across a longer horizon, in October we unveiled our long-term “Delivering Results Through Focus” business strategy, with its four pillars: growth, continuous improvement, leadership development and sustainability. As part of this strategy to focus our efforts, we announced we would exit from the Buell product line and sell MV Agusta, focusing our resources on the Harley-Davidson brand, which includes continuing to expand the brand globally.

HIGH-POTENTIAL BRAND

The heart of our strategy is our strong belief that focusing our investment behind the powerful Harley-Davidson brand provides a superior path to tapping the full potential of the brand and to sustained long-term growth. The Harley-Davidson brand consistently ranks among the strongest globally, across many demographic groups. Even in today’s more practical, cautious consumer environment, people of all ages and backgrounds still dream about the Harley-Davidson experience. We see great potential to drive growth globally and in the U.S. through unique products and experiences, both through outreach to new customers and our commitment to core customers.

Our strategy is multi-generational and multi-cultural. It calls for us to grow sales to our core customers, while growing sales to outreach customers at a faster rate. Our Dark Custom products, including the Iron 883, are a strong draw for young adults, and motorcycles like the Street Glide, Tri Glide and Electra Glide Ultra Limited have earned the ongoing commitment of core riders.

In international markets we plan to add 100 to 150 dealer points through 2014, and in the same period increase international retail unit sales to more than 40 percent of total retail unit sales, up from about 33 percent in 2009.

CONTINUOUS IMPROVEMENT

We also believe we have significant opportunity to run our business more effectively and efficiently through continuous improvement in manufacturing, product development and business operations.

Our focus on continuous improvement goes beyond simply reducing costs. It extends to our ability to deliver the right bikes to the right markets at the right time, an essential capability when it comes to customer satisfaction and effectively managing supply in line with demand.

The transformation currently underway at our vehicle operations in York, Pa., demonstrates our commitment to reshaping the face of Harley-Davidson manufacturing, with much greater flexibility and significant savings from a more efficient operation.

Just as important is the transformation under way in Harley-Davidson product development. Our work focuses on product selection, cost reduction and time compression, to reduce time to market and consistently deliver on customer expectations.

These actions represent important early steps in what will be an ongoing journey in continuous improvement.

THE ROAD AHEAD

2009 was indeed a year that tested our company, but it was also a year of genuine achievement as we embarked on a new course. It was a year in which we took many courageous actions to position Harley-Davidson for the future.

Our accomplishments were possible only through the hard work, unwavering spirit and dedication of our employees, dealers and suppliers, who focus every day on delivering an outstanding experience for our customers. I thank all the members of our team for their many contributions.

As we execute on our strategy, we do not promise easy solutions. Consumers will likely continue to be cautious in an economic environment that remains challenging.

However, we believe our strategy and the performance measures we have laid out are based on an appropriate and prudent approach to the market. Delivering on our plans will take discipline, determination and intense focus, but we are confident we can achieve our goals through our strategy.

ONE COMPANY, ONE TEAM, ONE DIRECTION

When my journey here at Harley-Davidson began last May, it was obvious that people were passionate about the brand. As I have had the opportunity to get to know our customers, dealers and employees, join them at rallies and events and ride with them, it is clear the passion is far stronger and deeper than anything I could ever have imagined.

All of us at Harley-Davidson are fully committed—as one company, working as one team and pulling in one direction—to doing the right things for this company and for the collective future of all stakeholders. By aligning the organization behind a clear strategic direction, we are

moving with appropriate urgency and making great progress toward our goal to do just that. We appreciate the trust you have placed in us to move this company forward.

While there is still plenty of hard work ahead, I could not feel better about the progress we have made and the path we have chosen.

Sincerely,


KEITH E. WANDELL
PRESIDENT AND
CHIEF EXECUTIVE OFFICER



FOUR POINTS FOR OUR FUTURE

The future is calling. And it’s asking more from us than ever before. In 2009, we answered the call with Harley-Davidson’s go-forward business strategy to “Deliver Results Through Focus.”

WE’RE MOVING ON FOUR FRONTS TO POSITION HARLEY-DAVIDSON FOR SUSTAINED, MEANINGFUL, LONG-TERM RESULTS.

Based on four pillars—growth, continuous improvement, leadership development and sustainability—our strategy has a single-minded focus on the unique strengths of the Harley-Davidson brand, coupled with an unprecedented commitment of efforts and resources to enhance productivity, profitability and value.

At a high level, we will expand our strength as one of the most customer-centered brands in the world, anchor our leadership of the custom touring and cruiser motorcycle segments, and develop relevant products to attract customers in new demographic segments. We’ll expand our global presence by accelerating our reach into key international markets. And, of course, we remain highly committed to our core customers. From product development to manufacturing to our dealer network, we are concentrating on motorcycles and market activities that create new demand for our motorcycles and related products.

WE BELIEVE OUR STRATEGY WILL EXPAND OUR STRENGTH AS ONE OF THE MOST CUSTOMER-CENTERED BRANDS IN THE WORLD.

These are fundamental points on a strategic agenda that we must execute in order to maximize our potential and take full advantage of our opportunities. In short, our strategy to deliver results through focus is about delivering the full Harley-Davidson experience in a harder-working, smarter and more effective way.

1

GROWTH Harley-Davidson is not only one of the strongest brands in the world, it is also, we believe, a brand with tremendous untapped potential. We have chosen to focus our investments behind the Harley-Davidson brand because we believe it provides a superior means for realizing the substantial long-term opportunities of the global motorcycle industry.

2

CONTINUOUS IMPROVEMENT We do many things very well at Harley-Davidson. But the reality is that there is tremendous opportunity to do many things even better—in our product development, our business processes and our manufacturing operations. Continuous improvement is about much more than reducing costs. We are driving out unnecessary steps and complexity and building in greater flexibility and efficiency in a product’s path from design to dealership. It’s how we get better at managing supply and demand, continuously improving quality, and responding faster and more effectively to the needs of our markets and the desires of riders.

3

LEADERSHIP DEVELOPMENT The third pillar of our strategy is leadership development, the foundation for our ability to compete and win for decades to come. We will only succeed with great people—individuals who will challenge the status quo, and who are creative, collaborative and accountable. To fulfill our brand and business potential, we must prepare strong, committed leaders who live our values and deliver every day.

4

SUSTAINABILITY The stature of our company—and the visibility of our brand in society—gives Harley-Davidson a particular obligation to seize the opportunities of sustainability and giving back. We are continually expanding the ways in which we incorporate social and environmental responsibility in our work, our manufacturing processes and our products.

MACHINES THAT FIT THE MINDSET.

Everyone has a vision of what a Harley-Davidson® motorcycle should be. And as we build on our position as the leader of two-wheeled authenticity, we're looking deep into the dreams of new riders, long-time customers and young customers alike to develop motorcycles that fit individual lives and lifestyles.

There's a powerful reason for this approach: it works. Motorcycles are all about emotion, and no motorcycles inspire as much of it as ours.

THE RIDE COMES FIRST

More than ever, we're developing products that appeal across generations and cultures. Dark Custom™ bikes like the Iron 883™ and the new Forty-Eight,™ with their stripped-down, rebellious attitude, are drawing in young adult riders. Products like the Electra Glide® Ultra Limited,

Tri Glide™ and motorcycles from Custom Vehicle Operations™ deliver a premium experience for our core customers, giving them reasons to trade up and ways to extend the ride. And through customization and MotorClothes® riding gear, each riding experience can truly be individualized to fit the owner's mindset.

THE DISCIPLINE OF PRODUCT DEVELOPMENT

The best companies do more than move the market; they move ahead of it. To further strengthen our effectiveness at delivering twist-of-the-throttle emotion to diverse customers, we are transforming product development in ways that sharpen our focus on what riders want, deliver relevant products in each global market, improve speed to market and grow our family of riders.

TOP & BOTTOM Inspiration comes in many shapes and colors; the 2010 CVO™ Ultra Classic® Electra Glide motorcycle in Scarlet Red Pearl with Dark Slate flames for an ultimate custom touring ride, and the Iron 883 motorcycle, with its blacked-out street smarts.



A BOND THAT HAS NO BOUNDARIES.

LEFT Dave Grohl of the band Foo Fighters with his customized 2009 Tri Glide™ Ultra Classic®, his latest motorcycle acquisition—one of five Harley-Davidson motorcycles in his personal collection.

CENTER Many customer journeys lead to Milwaukee. Randy Haase stops at Harley-Davidson's Juneau Avenue headquarters.

FAR RIGHT Harley Owners Group members in China, taking it to the streets at the country's second annual H.O.G. rally in Huangshan, Anhui province.

The devotion of our most loyal customers has brought us a long way. Their passion will continue to be a powerful force. We see it in the motorcycles they ride, the individuality they express and their dedication to the ultimate riding experience. When you have such an expansive and devoted global community of riders, it's more than a business advantage; it's an obligation we take very seriously to exceed expectations.

EXPANDING THE COMMUNITY
We're highly committed to keeping the Harley-Davidson experience rich and rewarding for our current riders and extending their journey. We're also focused on bringing in more riders like them. In fact, about a third of new Harley-Davidson motorcycle purchasers in the core rider segment are either new to motorcycling or coming to us from other brands.

Naturally, our motorcycles are key to attracting these riders, and so are the great rides, rallies and events that go

with them. The Harley Owners Group®, now with more than a million members in 1,458 chapters globally, is a compelling connection with riders wherever our motorcycles travel. H.O.G.® riding events like Million Mile Monday and the Pony Express Ride, and rallies from China to South Carolina, keep our most passionate customers riding more. We're also staying close to customers at major events like Daytona and Sturgis, where we're dialing up our focus to deliver a custom rally experience like never before.



OPPORTUNITY IS FOUND ON MANY ROADS.

For those who dream about their first Harley-Davidson motorcycle, there's a moment when desire turns into ownership. Bringing those moments closer within reach for young adults, women and diverse riders everywhere is one of the things we and our dealers enjoy the most.

NEW CUSTOMERS FOR LIFE

Young adults—those under age 35—hold our brand in virtually the same high esteem as long-time customers. For this new generation, we've created motorcycles, experiences and entire communities—both real-world and virtual—to immerse them in the brand, expand our universe of enthusiasts and make them customers for life.

Bikes like the Iron 883, one of our fastest-selling motorcycles in 2009, have done exceedingly well among young adults.

Our Rider's Edge® New Rider Course is instrumental in growing new relationships, helping more than 200,000 students take to the streets with confidence since 2000. Thirty-three percent of them are under age 35 and 37 percent are women. We continue to introduce ourselves to prospective owners through venues like the South By Southwest® music and culture festival, online communities, and Garage Party™ events just for women. And to help new customers feel confident on the machine of their dreams, we developed the Harley-Davidson Fit Shop, which enables dealers to outfit most any bike for any rider.

In short, we live by the belief that “every customer is a custom.” Every customer deserves an individualized experience in every aspect of ownership, whether they're a long-time rider or just getting started.

TOP Rising country music artist and devoted Harley-Davidson enthusiast Krista Marie, aboard her V-Rod Muscle® motorcycle at a 2009 Women's Ride for MDA.

BOTTOM LEFT The Forty-Eight motorcycle with its peanut tank, fat front tire and no-frills Dark Custom appeal.

BOTTOM RIGHT Chontell Brown, Michael Rawls and John Roberts of New Jersey take in the Daytona Bike Week scene.



OVER OUR HANDLEBARS, WE CAN SEE THE WHOLE WORLD.



LEFT The XR1200X™ motorcycle, with its race-inspired riding position and hard-hitting style, is part of the product appeal behind our market share growth in Europe.

CENTER Anoop Prakash, Managing Director of Harley-Davidson India, with media at the Delhi Auto Expo, introducing 12 Harley-Davidson motorcycle models destined for the India market in 2010.

RIGHT More leisure time, enthusiasm for the brand and rising disposable income equal opportunity in India for Harley-Davidson as the ultimate symbol of freedom of the open road.

Harley-Davidson is crossing borders like never before. Our brand has remarkable global strength and we're translating that appeal in ways that speak powerfully to local enthusiasts. Our motorcycles now roll out of dealerships in more than 70 countries on six continents. By 2014, our plans call for international retail sales of Harley-Davidson motorcycles to exceed 40 percent of our total retail unit sales.

BUILDING SUCCESS, MARKET BY MARKET

Europe continues to be a prime Harley-Davidson destination—an example of how

we're fueling demand in more mature international motorcycle markets. Today, we're a major player in Europe, climbing into the number three spot in the heavyweight segment in 2009 with a market share that's double what it was a decade ago. We did it through strong execution on the basics of product selection, distribution, effective marketing and retail execution, and above all, outstanding customer experiences.

A disciplined, systematic approach is also key to growing our global family in places like India, where we are taking

a primary role in defining the emerging leisure riding market. We've studied the market in depth, laid the groundwork and will start selling this summer. And consumer enthusiasm is greater than we ever imagined. We see long-term opportunities in India, as disposable incomes and aspirations rise. Over time, when riders look to hit the roads, we believe we will be at the leading edge of the market.



REVVING UP STREET-LEVEL PASSION.

Dealers are the local heartbeat of Harley-Davidson. In cities and towns far and near, they are the vital connection between rider and machine, fulfilling dreams and building lifelong relationships.

THE HIGHER ROAD

Dealerships are destinations that bring the entire Harley-Davidson experience to the world. And dealers are more focused than ever on exceeding customer expectations every day. They and their teams understand the importance of personalizing every customer interaction, from sales, service and customization to great rides and events. They are dedicated to continuous improvement—learning best practices from one another and through Harley-Davidson University. And, with the adoption of advanced technology solutions, they are able to stay better

connected with customers and manage their businesses more effectively.

MANY POINTS OF CONNECTION

Because customers come into the family in all kinds of ways, dealers understand that every part of their dealership is an important opportunity to connect. Top caliber sales and service teams are a key to customer engagement; so are test rides and Authorized Rentals, which fuel dreams and inspire new bike purchases. And pre-owned motorcycles are just the ticket in for some riders, starting a lifetime of ownership and customization.

There's a reason Harley-Davidson dealers are the best in the industry. To them, Harley-Davidson is much more than a business; it's a way of life and a personal passion which shows at the street level in destinations around the world.

TOP LEFT Great service is a point of differentiation for Harley-Davidson dealers, including Harley-Davidson of North Texas in Carrollton and technician Tom Talamantez.

BOTTOM Harley-Davidson Borie, the oldest Harley-Davidson dealership in France, in its new store just outside Paris. Through great execution of all the details, Harley-Davidson new motorcycle retail sales rose in France in 2009.

TOP RIGHT Sharing passion for the brand and business experience at a recent Harley-Davidson dealer convention are dealers (from left): Joaquín R. Trejos, San José, Costa Rica; Irv Fossaen, Onalaska, Wis.; Ferdinand Fischer, Vienna, Austria; Tan Lin Lin, Qingdao, China; and Tommie Loos, Johannesburg, South Africa.



WE'RE BUILDING THE BEST BIKES BETTER.

LEFT Harley-Davidson's Kansas City operations now build V-Rod® and Sportster® motorcycles on the same line for greater flexibility and efficiency.

RIGHT Attention to quality in every detail remains a top priority at our York facility, where we are transforming our operations for best-in-class capability.

To succeed as a manufacturer in today's global economy takes a lot more than the latest factory equipment or the right thickness of steel to form into motorcycle fenders and gas tanks. It takes a relentless commitment to customers and quality, a skilled and engaged workforce, the agility to flex with the needs of the marketplace and a drive to continually improve.

FOCUS ON QUALITY, FLEXIBILITY AND EFFICIENCY

Today, Harley-Davidson is focused like never before on achieving a best-in-class

manufacturing environment that maximizes flexibility and efficiency, enhances quality at every step and delivers value for our customers. At the heart of these efforts is a major restructuring of our production operations that began in 2009.

TRANSFORMATION IN PROGRESS

The biggest transformation is under way at our factory in York, Pa., and by 2012, we will have completely revamped how we build motorcycles there. This restructuring will reduce complexity and create

the flexibility to produce multiple product families on the same assembly line every day. The work that's under way at York will greatly improve our ability to build the right bikes at the right time to meet the needs of our customers.

Of course, the restructuring of our production operations is about more than efficiency; it reflects our commitment to build the best bikes better every day and deliver quality and value with each Harley-Davidson motorcycle we make.



WHEN YOU RIDE WITH US, WE SHARE A PURPOSE.

The Harley-Davidson family shares a powerful purpose: giving back. It's as ingrained in our nature as sharing an open stretch of road.

CHAMPIONING A CAUSE

In 2007, through The Harley-Davidson Foundation's \$1 million gift, we teamed up with the nonprofit Disabled American Veterans to fund a fleet of offices on wheels that help veterans get the government benefits to which they're entitled. At more than 1,700 stops over the last three years, including many at Harley-Davidson dealerships, DAV advisers helped some 48,000 veterans obtain \$540 million in benefits.

Giving back is also behind a remarkable thirty-year partnership with the Muscular Dystrophy Association. Since 1980, Harley-Davidson and MDA have shared the road in the battle against neuromuscular disease. As a national MDA sponsor, Harley-Davidson, together with riders, dealers,

employees and suppliers, has raised more than \$70 million for patient services and research through rides and events.

RESPECT

A shared purpose goes beyond philanthropy. Every day, we look for ways to incorporate sustainable practices into our business, our manufacturing operations and our products, to minimize the impact we have on the environment. For example, as noted in our 2009 Sustainability Report, we have reduced greenhouse gas emissions through changes to our heat-treating operations and saved enough natural gas to heat 1,312 homes a year. And the Harley-Davidson Museum—our newest facility—has been highly awarded for transforming a brownfield site into an environmentally sustainable community resource. It all adds up to respect—for our environment, our communities and our future.

TOP Harley's Heroes™ DAV Mobile Service Office staff counsel veterans at Ft. Washington Harley-Davidson during the Rolling Thunder rally in Washington, D.C.

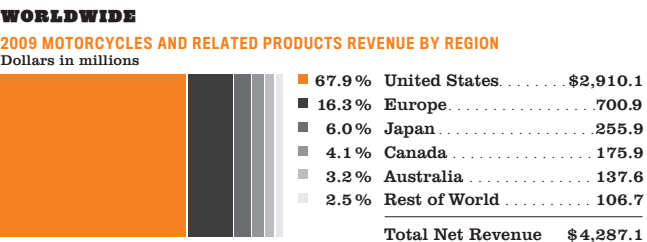
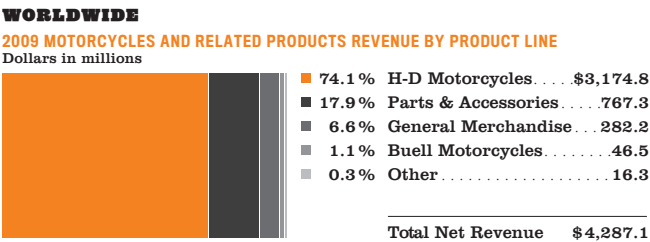
BOTTOM Since opening in 2008, the Harley-Davidson Museum in Milwaukee has been recognized for its environmental sensitivity, including a 2009 GREENGUARD Indoor Air Quality Certification.

RIGHT Abbey Umali, Muscular Dystrophy Association National Goodwill Ambassador, and Bill Davidson, Harley-Davidson Vice President, Core Customer Marketing, share a moment at the National H.O.G. Rally in Oklahoma City.



FINANCIAL HIGHLIGHTS

In thousands, except per-share amounts	2009	2008	2007
STATEMENT OF OPERATIONS DATA:			
Motorcycles and related products revenue	\$ 4,287,130	\$ 5,578,414	\$ 5,726,848
Gross profit	1,386,196	1,931,144	2,114,100
Selling, administrative and engineering expense	851,165	942,267	900,708
Restructuring expense and other impairments	220,976	12,475	—
Operating income from motorcycles and related products	314,055	976,402	1,213,392
Financial services revenue	494,779	376,970	416,196
Financial services expense	581,059	294,205	204,027
Restructuring expense	3,302	—	—
Goodwill impairment	28,387	—	—
Operating (loss) income from financial services	(117,969)	82,765	212,169
Operating income	196,086	1,059,167	1,425,561
Investment income	4,254	11,296	22,258
Interest expense	21,680	4,542	—
Income before income taxes	178,660	1,065,921	1,447,819
Provision for income taxes	108,019	381,686	513,976
Income from continuing operations	70,641	684,235	933,843
Loss from discontinued operations, net of tax	(125,757)	(29,517)	—
Net (loss) income	\$ (55,116)	\$ 654,718	\$ 933,843
Earnings per common share from continuing operations:			
Basic	\$ 0.30	\$ 2.92	\$ 3.75
Diluted	\$ 0.30	\$ 2.92	\$ 3.74
Loss per common share from discontinued operations:			
Basic	\$ (0.54)	\$ (0.13)	\$ —
Diluted	\$ (0.54)	\$ (0.13)	\$ —
(Loss) earnings per common share:			
Basic	\$ (0.24)	\$ 2.80	\$ 3.75
Diluted	\$ (0.24)	\$ 2.79	\$ 3.74
Weighted-average common shares:			
Basic	232,577	234,225	249,205
Diluted	233,573	234,477	249,882
Cash dividends per common share	\$ 0.40	\$ 1.29	\$ 1.06
CONSOLIDATED BALANCE SHEET DATA (AT DECEMBER 31):			
Total assets	\$ 9,155,518	\$ 7,828,625	\$ 5,656,606
Total debt	\$ 5,636,129	\$ 3,914,887	\$ 2,099,955
Total equity	\$ 2,108,118	\$ 2,115,603	\$ 2,375,491



FINANCIAL PERFORMANCE SUMMARY

In 2009, Harley-Davidson's revenue from motorcycles and related products on a continuing basis decreased 23.1 percent to \$4.29 billion compared to 2008 and income from continuing operations decreased 89.7 percent from the prior year to \$70.6 million. These results reflect the performance of the Company's motorcycle business, operating losses at Harley-Davidson Financial Services and the impact of restructuring charges.

Revenue from sales of Harley-Davidson motorcycles decreased to \$3.17 billion in 2009, a decline of 25.2 percent from 2008, on a 26.5 percent reduction in shipments of Harley-Davidson motorcycles. Revenue from Genuine Parts and Accessories in 2009 totaled \$767.3 million, a 10.7 percent decrease from the previous year, and General Merchandise revenue was \$282.2 million, a decrease of 10.1 percent compared to 2008.

During 2009, Harley-Davidson took actions to lower its cost structure through eliminating excess capacity, reducing

administrative costs and exiting non-core business operations. Consequently, 2009 results were significantly affected by non-recurring charges. Harley-Davidson expects restructuring activities announced in 2009 to deliver between \$240 million and \$260 million in annual ongoing savings upon completion of those restructuring activities.

Harley-Davidson's share price increased 48.5 percent during 2009 and the Company paid out dividends of \$0.40 per share in 2009. Harley-Davidson has paid a dividend every year since 1993.

HARLEY-DAVIDSON MOTORCYCLES

Worldwide retail sales of Harley-Davidson motorcycles declined 22.7 percent in 2009 compared to 2008.

In the United States, 2009 retail sales of 162,385 Harley-Davidson motorcycles decreased 25.8 percent from 2008 and overall U.S. heavyweight market registrations declined 36.6 percent. For the full year 2009, retail sales of Harley-Davidson

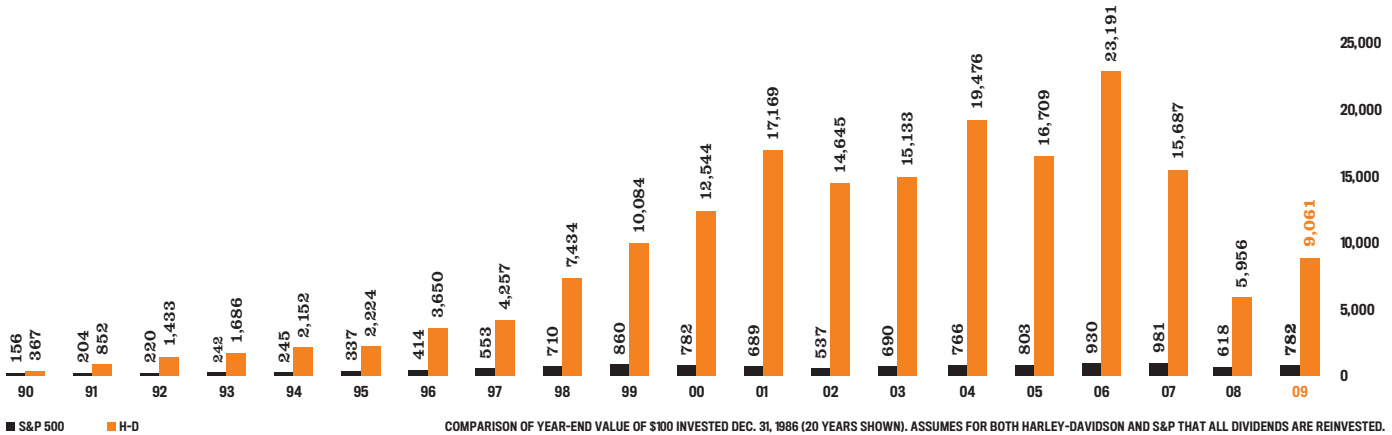
motorcycles in our international markets decreased 15.4 percent compared to 2008. For the same period, retail sales of Harley-Davidson motorcycles decreased 11.2 percent in the Europe Region, 27.2 percent in the Latin America Region, 30.9 percent in Canada and 9.0 percent in the Asia Pacific Region.

In 2009, the Company shipped 223,023 Harley-Davidson motorcycles worldwide, compared to 303,479 in 2008. In 2009, 35 percent of the Harley-Davidson motorcycles shipped went to international markets compared to 32 percent in 2008.

HARLEY-DAVIDSON FINANCIAL SERVICES

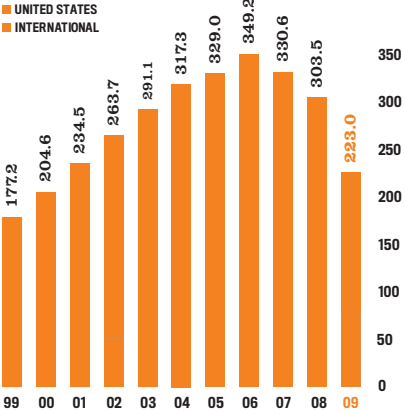
Financial Services incurred an operating loss of \$118.0 million in 2009 compared to operating income of \$82.8 million in 2008, largely due to a \$72.7 million credit loss provision for a one time reclassification of Held for Sale receivables to Held for Investment and a \$28.4 million goodwill impairment charge.

HARLEY-DAVIDSON, INC. VS. STANDARD & POOR'S 500 COMPOSITE INDEX In dollars



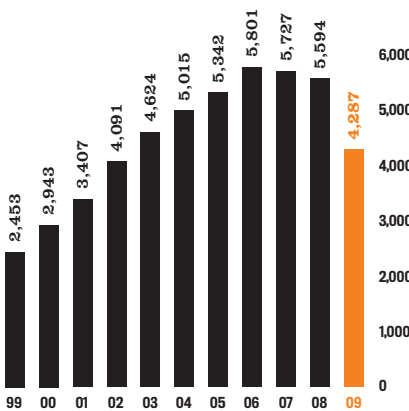
HARLEY-DAVIDSON MOTORCYCLE

WORLDWIDE SHIPMENTS
Units in thousands



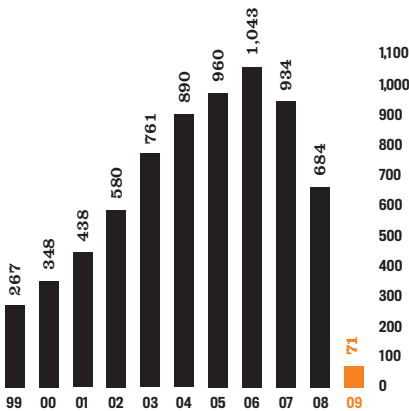
HARLEY-DAVIDSON, INC.

MOTORCYCLES AND RELATED PRODUCTS REVENUE
Dollars in millions



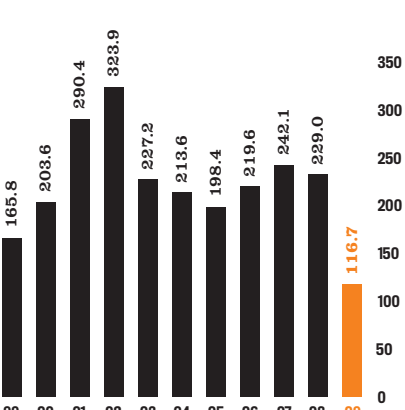
HARLEY-DAVIDSON, INC.

INCOME FROM CONTINUING OPERATIONS
Dollars in millions



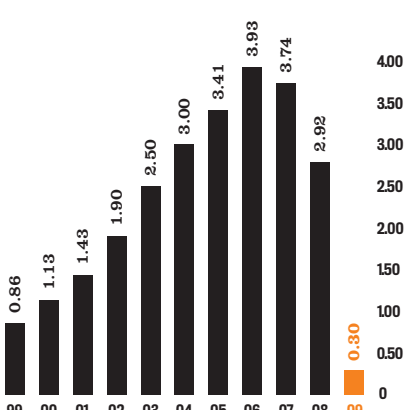
HARLEY-DAVIDSON, INC.

CAPITAL EXPENDITURES ON CONTINUING OPERATIONS
Dollars in millions



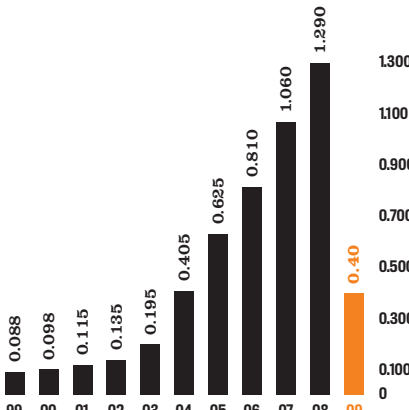
HARLEY-DAVIDSON, INC.

DILUTED EARNINGS PER SHARE FROM CONTINUING OPERATIONS
In dollars



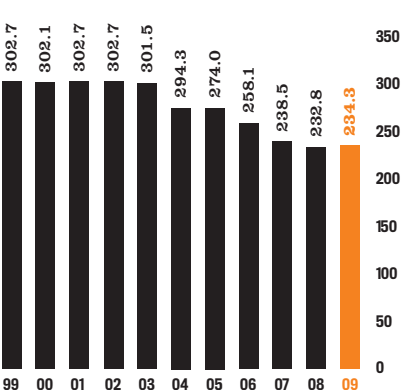
HARLEY-DAVIDSON, INC.

DIVIDENDS PER SHARE
In dollars, adjusted for splits



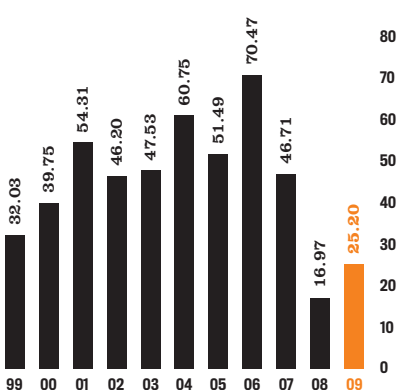
HARLEY-DAVIDSON, INC.

COMMON SHARES OUTSTANDING
Shares outstanding, in millions



HARLEY-DAVIDSON, INC.

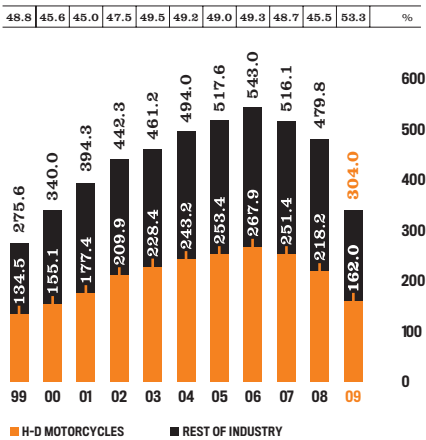
YEAR-END STOCK PRICES
In dollars, adjusted for splits



This document contains statements of our beliefs, expectations and objectives and other forward-looking statements that are subject to risks that could cause actual results to be materially different. Those risks include, among others, that we may not be able to execute our long-term strategy, capital markets uncertainties and matters we have noted in our filings with the SEC, including risk factors that we identified in our Annual Report on Form 10-K for 2009, a copy of which is included as a separate enclosure. Harley-Davidson disclaims any obligation to update information in this document.

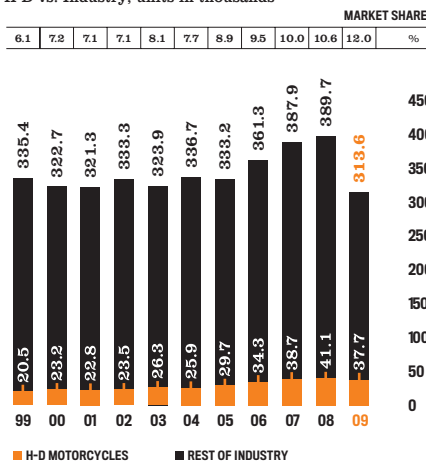
UNITED STATES⁽¹⁾

651+ CC MOTORCYCLE REGISTRATIONS
H-D vs. Industry, units in thousands



EUROPE⁽¹⁾

651+ CC MOTORCYCLE REGISTRATIONS
H-D vs. Industry, units in thousands



⁽¹⁾ U.S. industry data is derived from submissions of motorcycle retail sales by each major manufacturer to an independent third party. This third party data is subject to revision and update. 2009 and 2008 U.S. industry data includes three-wheeled vehicles. The Company did not ship three-wheeled vehicles until 2008 and does not believe three-wheeled vehicle retail registrations were significant in the U.S. for 2007 and prior. Europe data includes registrations in Austria, Belgium, Denmark, Finland, France, Germany, Greece, Italy, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, and the United Kingdom. The Company derives its Europe industry data from information provided by Giral S.A., an independent agency. This third party data is subject to revision and update. Europe industry data includes three-wheeled vehicles. The retail registration data for Harley-Davidson motorcycles presented in these tables may differ slightly from the Harley-Davidson retail sales data presented elsewhere in this report. The Company's source for retail sales presented elsewhere in this report is sales and warranty registrations provided by Harley-Davidson dealers as compiled by the Company. The differences are not significant and generally relate to the timing of data submissions to the independent sources.

BOARD OF DIRECTORS
HARLEY-DAVIDSON INC.

BARRY K. ALLEN
Senior Advisor, Providence
Equity Partners, President,
Allen Enterprises, LLC

RICHARD I. BEATTIE
Chairman, Simpson
Thacher & Bartlett LLP

MARTHA F. BROOKS
Former President and Chief
Operating Officer, Novelis Inc.

GEORGE H. CONRADES
Executive Chairman,
Akamai Technologies, Inc.

JUDSON C. GREEN
Vice Chairman, NAVTEQ

DONALD A. JAMES
Chairman and Chief
Executive Officer, Deeley
Harley-Davidson Canada/
Fred Deeley Imports Ltd.

SARA L. LEVINSON
Former President of the
Women's Group of Rodale, Inc.

N. THOMAS LINEBARGER
President and Chief Operating
Officer, Cummins, Inc.

GEORGE L. MILES, JR.
President and Chief Executive
Officer, WQED Multimedia

JAMES A. NORLING
Former Chairman of the Board, Chartered
Semiconductor
Manufacturing Ltd.
(now known as
GlobalFoundries, Inc.)

KEITH E. WANDELL
President and Chief
Executive Officer,
Harley-Davidson, Inc.

JOCHEN ZEITZ
Chief Executive Officer and
Chairman of the Board,
Puma AG

HARLEY-DAVIDSON, INC.
LEADERSHIP

TONIT M. CALAWAY
Vice President,
Human Resources

PERRY A. GLASSGOW*
Vice President, Treasurer
and Controller

SUSAN K. HENDERSON
Vice President,
Communications

GAIL A. LIONE*
Executive Vice President,
General Counsel, Secretary
and Chief Compliance Officer

JOHN A. OLIN*
Senior Vice President and
Chief Financial Officer

KEITH E. WANDELL*
President and
Chief Executive Officer

HARLEY-DAVIDSON
MOTOR COMPANY
LEADERSHIP

CHARLES R. BAKER
Vice President,
OE Engineering

JOANNE M. BISCHMANN
Vice President, Licensing
and Special Events

RODNEY J. COPE
Senior Vice President, Inter-
national Sales, Marketing
and Business Development

WILLIAM G. DAVIDSON
Senior Vice President and
Chief Styling Officer

WILLIAM J. DAVIDSON
Vice President,
Core Customer Marketing

KARL M. EBERLE
Senior Vice President,
Manufacturing

FRED C. GATES
Vice President and
General Manager,
York Vehicle Operations

DONALD M. GOGAN
Vice President, Global
Advanced Manufacturing

JAMES E. HANEY
Vice President and
Chief Information Officer

MICHAEL P. HEERHOLD
Vice President and General
Manager, Powertrain
Operations, Pilgrim Road
Operations, Pilgrim Road

TIMOTHY K. HOELTER
Vice President,
Government Affairs

EDWARD M. KRISHOK
Vice President,
General Counsel

MICHELLE A. KUMBIER
Vice President and
General Manager,
Materials Management

MATTHEW S. LEVATICH
President and
Chief Operating Officer

ROBERT N. LINDLEY
Vice President and
Managing Director, Europe

JAMES A. McCASLIN
Executive Vice President,
Corporate Product Planning

JEFFREY A. MERTEN
Vice President and
General Manager,
North American Sales

SCOTT C. MILLER
Vice President and
General Manager,
Parts and Accessories

MARK-HANS RICHER
Senior Vice President and
Chief Marketing Officer

PATRICK SMITH
Vice President and
General Manager,
General Merchandise

MARK VAN GENDEREN
Vice President and Managing
Director, Latin America

BUELL MOTORCYCLE
COMPANY LEADERSHIP

JON R. FLICKINGER
President and
Chief Operating Officer,
Buell Motorcycle Company

HARLEY-DAVIDSON
FINANCIAL SERVICES
LEADERSHIP

STEVEN E. CUNNINGHAM
Vice President and Chief
Financial Officer, Harley-
Davidson Financial Services

LAWRENCE G. HUND
President, Harley-Davidson
Financial Services

MV AGUSTA
GROUP LEADERSHIP

CLAUDIO CASTIGLIONI
Chairman, MV Agusta

ENRICO D'ONOFRIO
President and Managing
Director, MV Agusta

COMPANY
INFORMATION

HARLEY-DAVIDSON, INC.
3700 West Juneau Avenue
P.O. Box 653
Milwaukee, WI 53201-0653
414-343-4680

Internet Addresses:
www.harley-davidson.com
www.buell.com
www.mvagusta.com

MUSEUM INFORMATION:

Harley-Davidson Museum
400 Canal Street
Milwaukee, WI 53201
877-436-8738
www.h-dmuseum.com

PLANT TOUR INFORMATION:

877-883-1450

York, PA motorcycles

Kansas City, MO motorcycles

The following are among
the Company's trademarks:
HARLEY-DAVIDSON, HARLEY,
the Bar & Shield Logo,
MOTORCLOTHES, RIDER'S
EDGE, HARLEY OWNERS
GROUP, H.O.G., SPORTSTER,
V-ROD, ELECTRA GLIDE,
TRI GLIDE, DARK CUSTOM,
STREET GLIDE, IRON 883,
FORTY-EIGHT, GARAGE
PARTY, SCREAMIN' EAGLE
and BUELL. The HARLEY-
DAVIDSON trademark has
been used since 1903 and
the Bar and Shield trademark
since at least 1910. The
BUELL trademark has been
used since 1984. With the
exception of the MV Agusta
trademarks, substantially all of

the Company's trademarks are
owned by H-D Michigan, LLC,
a subsidiary of the Company,
which also manages the
Company's trademark strategy
and portfolio. The MV Agusta
trademarks are owned
by MV Agusta Motor S.p.A.

SHAREHOLDER
INFORMATION

ANNUAL SHAREHOLDERS
MEETING

The Annual Meeting of
Shareholders will convene at
10:30 a.m., CT, on Saturday,
April 24, 2010, at the
Harley-Davidson Museum,
400 Canal Street,
Milwaukee, WI 53201.

SEC FORM 10-K

A copy of the Company
Annual Report, as filed with the
Securities and Exchange
Commission on Form 10-K,
may be obtained from the
Company without charge to
the shareholders or via the
Company's Web site.

DIRECT STOCK REPURCHASE
AND DIVIDEND
REINVESTMENT PLAN

To obtain information on our
Direct Stock Purchase and
Dividend Reinvestment Plan,
please contact our registrar
and transfer agent:

Computershare CIP
250 Royal Street,
Mail Stop 1A
Canton, MA 02021
www.computershare.com
866-360-5339 toll-free
or 312-360-5339

**CONTACT INVESTOR
RELATIONS AT:**
877-HDSTOCK toll-free
414-343-4782
or e-mail: investor.relations@harley-davidson.com

Corporate Governance
materials may be obtained
via our Web site at
www.harley-davidson.com,
including our Code of Business
Conduct, which is available
in eight languages. In addition,
we maintain an ethics
hotline at 800-688-2316.

Communication with the
Board c/o the Secretary of
Harley-Davidson, Inc.
3700 West Juneau Avenue
P.O. Box 653
Milwaukee, WI 53201-0653

© 2010 Harley-Davidson, Inc.

Design: VSA Partners, Inc.
Printing: Lake County Press
Paper: Suppi Somerset
Photography: Eric Perry,
Peter Turnley, various





OUR VISION

We fulfill dreams inspired by the many roads of the world by providing extraordinary motorcycles and customer experiences. We fuel the passion for freedom in our customers to express their own individuality.

HARLEY-DAVIDSON, INC.

3700 West Juneau Avenue
P.O. Box 653
Milwaukee, Wisconsin 53201-0653
www.harley-davidson.com