

SANDER DUANE E

Form 4

November 18, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SANDER DUANE E

2. Issuer Name **and** Ticker or Trading
Symbol
DAKTRONICS INC /SD/ [DAKT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
331 32ND AVENUE, PO BOX 5128
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

BROOKINGS, SD 57006

(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 or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D)	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)
Daktronics, Inc. Zero Par Value Common Stock	11/17/2005		S	2,842 (1)	D \$ 27 247,790	I	Phyllis A. Sander Living Trust
Daktronics, Inc. Zero Par Value Common Stock	11/17/2005		S	2,000 (1)	D \$ 27.01 245,790	I	Phyllis A. Sander Living Trust
Daktronics, Inc. Zero Par	11/17/2005		S	900 (1)	D \$ 27.04 244,890	I	Phyllis A. Sander

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Value Common Stock									Living Trust
Daktronics, Inc. Zero Par Value Common Stock	11/17/2005	S	<u>2,100</u> (1)	D	\$ 27.05	242,790	I		Phyllis A. Sander Living Trust
Daktronics, Inc. Zero Par Value Common Stock	11/17/2005	S	<u>2,900</u> (1)	D	\$ 27.07	239,890	I		Phyllis A. Sander Living Trust
Daktronics, Inc. Zero Par Value Common Stock	11/17/2005	S	<u>1,258</u> (1)	D	\$ 27.08	238,632	I		Phyllis A. Sander Living Trust
Daktronics, Inc. Zero Par Value Common Stock						316,314 (2)	D		

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
SANDER DUANE E 331 32ND AVENUE PO BOX 5128 BROOKINGS, SD 57006	X

Signatures

By: /s/ William R. Retterath,
POA

11/18/2005

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 1, 2004.

Shares include 20,092 held individually in the name of the reporting person and 296,222 shares held in the name of Duane E Sander Living Trust. The shares are held in the trust for the benefit of the reporting person. Both the reporting person and the reporting person's spouse are the co-trustees of the trust. As co-trustees, they have the right, alone or with the other trustee, to sell, dispose, vote and execute other transactions involving the shares held in the trust. The reporting person is also the sole primary beneficiary of the trust. Shares owned by the Duane E Sander Living Trust are indirectly owned by the 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.

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