

DAKTRONICS INC /SD/
Form 4
August 25, 2015

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 *
GATZKE CARLA S

(Last) (First) (Middle)
201 DAKTRONICS DRIVE
(Street)

BROOKINGS, SD 57006

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/23/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Secretary and VP of Human Reso

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	08/23/2015		M	420 A \$ 0 (1)	430,236	D	
Common Stock	08/23/2015		F	111 D \$ 11.7	430,125	D	
Common Stock	08/23/2015		M	550 A \$ 0 (2)	430,675	D	
Common Stock	08/23/2015		F	145 D \$ 11.7	430,530	D	
Common Stock	08/23/2015		M	550 A \$ 0 (2)	431,080	D	
	08/23/2015		F	145 D	430,935	D	

Common Stock	\$ 11.7		
Common Stock	15,380	I	Child A
Common Stock	15,005	I	Child B
Common Stock	90,000	I	by Spouse
Common Stock	118,091.1983	I	by 401k

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

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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Restricted Stock Units	\$ 0	08/23/2015		M	420	(3)	(3)	Common Stock	420	\$ 0
Restricted Stock Units	\$ 0	08/23/2015		M	550	(4)	(4)	Common Stock	550	\$ 0
Restricted Stock Units	\$ 0	08/23/2015		M	550	(5)	(5)	Common Stock	550	\$ 0

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

Director 10% Owner Officer

Other

GATZKE CARLA S
201 DAKTRONICS DRIVE
BROOKINGS, SD 57006

Secretary and VP of Human Reso

Signatures

Carla S. Gatzke

08/25/2015

**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) On August 23, 2015, 420 of the reporting persons restricted stock units vested, 309 shares of Common Stock were delivered, and 111 shares of Common Stock were withheld by the Company to satisfy income tax withholding obligation.
- (2) On August 23, 2015, 550 of the reporting persons restricted stock units vested, 405 shares of Common Stock were delivered, and 145 shares of Common Stock were withheld by the Company to satisfy income tax withholding obligation.
- (3) Restricted Stock Units granted on 8/23/2012 vest 20% each year for five years beginning on 8/23/2013. Vested shares will be delivered to the reporting person as soon as practicable after the date of vesting.
- (4) Restricted Stock Units granted on 9/4/14 vest 20% each year for five years beginning on 8/23/2015. Vested shares will be delivered to the reporting person as soon as practicable after the date of vesting.
- (5) Restricted Stock Units granted on 8/22/2013 vest 20% each year for five years beginning on 8/23/2014. Vested shares will be delivered to the reporting person as soon as practicable after the date of vesting.

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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