

DAKTRONICS INC /SD/  
Form 4  
August 26, 2014

**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 \*  
Kurtenbach Matthew John

(Last) (First) (Middle)

201 DAKTRONICS DRIVE

(Street)

BROOKING, 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)  
08/23/2014

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)  
VP of Manufacturing

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 08/23/2014                           |  | M                              |   | 600 A \$ 0 <sup>(1)</sup>   | 242,348  | D                                 |
| Common Stock                    | 08/23/2014                           |  | M                              |   | 420 A \$ 0 <sup>(2)</sup>   | 242,768  | D                                 |
| Common Stock                    | 08/23/2014                           |  | F                              |   | 158 D \$ 11.85  | 242,610  | D                                 |
| Common Stock                    | 08/23/2014                           |  | F                              |   | 111 D \$ 11.85  | 242,499  | D                                 |
| Common Stock                    |                                      |  |                                |   |   | 10,900   | I Child A                         |

|              |            |   |         |
|--------------|------------|---|---------|
| Common Stock | 10,200     | I | Child B |
| Common Stock | 10,000     | I | Child C |
| Common Stock | 9,897.5594 | 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   | 08/23/2014                           |  | M                              | 600   | (3)  | (3)   | Common Stock                               | 600                        | \$ 0 |
| Restricted Stock Units                     | \$ 0   | 08/23/2014                           |  | M                              | 420   | (4)  | (4)   | Common Stock                               | 420                        | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                     |       |
|---|---------------|-----------|---------------------|-------|
|   | Director      | 10% Owner | Officer             | Other |
| Kurtenbach Matthew John<br>201 DAKTRONICS DRIVE<br>BROOKING, SD 57006 |               |           | VP of Manufacturing |       |

## Signatures

Matthew J.  
Kurtenbach

08/26/2014

\*\*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, 2014, 600 of the reporting person's Restricted Stock Units vested, 442 shares of Common Stock were delivered, and 158 shares of Common Stock were withheld by the Company to satisfy income tax withholding obligation.
  - (2) On August 23, 2014, 420 of the reporting person's 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.
  - (3) 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.
  - (4) 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.

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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