

DAKTRONICS INC /SD/

Form 4

August 25, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Anderson Sheila Mae

(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)
08/23/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CFO & Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	08/23/2016		M		240	A	\$ 0 6,840.94
Common Stock	08/23/2016		M		160	A	\$ 0 7,000.94
Common Stock	08/23/2016		M		550	A	\$ 0 7,550.94
Common Stock	08/23/2016		M		600	A	\$ 0 8,150.94
Common Stock	08/23/2016		M		600	A	\$ 0 8,750.94

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Common Stock 08/23/2016 A 697.2175 A \$ 0 6,394 ⁽¹⁾ I by 401k

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 or Value of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares	
Restricted Stock Units	\$ 0	08/23/2016		M	240	<u>(2)</u> <u>(2)</u>	Common Stock 240	\$ 0
Restricted Stock Units	\$ 0	08/23/2016		M	160	<u>(3)</u> <u>(3)</u>	Common Stock 160	\$ 0
Restricted Stock Units	\$ 0	08/23/2016		M	550	<u>(4)</u> <u>(4)</u>	Common Stock 550	\$ 0
Restricted Stock Units	\$ 0	08/23/2016		M	600	<u>(5)</u> <u>(5)</u>	Common Stock 600	\$ 0
Restricted Stock Units	\$ 0	08/23/2016		M	600	<u>(6)</u> <u>(6)</u>	Common Stock 600	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	CFO & Treasurer

Anderson Sheila Mae
201 DAKTRONICS DRIVE
BROOKINGS, SD 57006

Signatures

Sheila M.
Anderson

08/25/2016

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) Between December 1, 2015 and August 23, 2016, the reporting person acquired 697.2175 shares of common stock of Daktronics, Inc. under the Daktronics, Inc. 401k Plan.
- (2) Restricted Stock Units granted on 9/12/2012 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.
- (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 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.
- (5) 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.
- (6) Restricted Stock Units granted on 09/03/2015 vest 20% each year for five years beginning on 08/23/2016. 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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