DAKTRONICS INC /SD/
Form 4
August 25, 2016

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
08/23/2016

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 below) _____ Other (specify below)
Secretary and VP of Human Reso

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		420	A	$ 0 (1)	437,719	D	
Common Stock	08/23/2016		M		550	A	$ 0 (2)	438,269	D	
Common Stock	08/23/2016		M		550	A	$ 0 (2)	438,819	D	
Common Stock	08/23/2016		M		550	A	$ 0 (2)	439,369	D	
Common Stock	08/23/2016		F		111	D	$ 8.28	439,258	D	

Common Stock	08/23/2016		F	145	D	$ 8.28	439,113	D	
Common Stock	08/23/2016		F	145	D	$ 8.28	438,968	D	
Common Stock	08/23/2016		F	145	D	$ 8.28	438,823	D	
Common Stock	08/23/2016		A	1,700	A	$ 0	133,234 (3)	I	by 401k
Common Stock							90,000	I	by Spouse
Common Stock							15,380	I	Child A
Common Stock							15,005	I	Child B

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 Derivat Securit (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	$ 0	08/23/2016		M			420	(4)	(4)	Common Stock	420	$ 0
Restricted Stock Units	$ 0	08/23/2016		M			550	(5)	(5)	Common Stock	550	$ 0
Restricted Stock Units	$ 0	08/23/2016		M			550	(6)	(6)	Common Stock	550	$ 0

Restricted Stock Units	$ 0	08/23/2016		M	550	(7)	(7)	Common Stock	550	$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GATZKE CARLA S 201 DAKTRONICS DRIVE BROOKINGS, SD 57006			Secretary and VP of Human Reso	

Signatures

Carla S. Gatzke	08/25/2016
**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) On August 23, 2016, 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, 2016, 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) Between April 12, 2016 and August 23, 2016, the reporting person acquired 1700 shares of common stock of Daktronics, Inc. under the Daktronics, Inc. 401k Plan.

(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.

(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.

(6) 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.

(7) 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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