

DAKTRONICS INC /SD/  
Form 4  
December 05, 2016

**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)  
**12/01/2016**

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/01/2016		M	400 A \$ 0 <sup>(1)</sup>	439,223	D	
Common Stock	12/01/2016		F	105 D \$ 10.48	439,118	D	
Common Stock					15,005	I	Child B
Common Stock					15,380	I	Child A
Common Stock					90,000	I	by Spouse

Common Stock      12/01/2016      A      441      A      \$ 0      133,675 <sup>(2)</sup>      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 or Derivative Security (Instr. 5)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Restricted Stock Units	\$ 0	12/01/2016		M	400	<u>(3)</u>	<u>(3)</u>	Common Stock	400	\$ 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      12/05/2016

\*\*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 December 1, 2016, 400 shares of the reporting person restricted stock units vested, 295 shares of Common Stock were delivered, and 105 shares of Common Stock were withheld by the Company to satisfy income tax withholding obligation.

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- (2) Between August 23, 2016 and December 1, 2016, the reporting person acquired 441 shares of common stock of Daktronics, Inc. under the Daktronics, Inc. 401k Plan.
- (3) Restricted Stock Units granted on 12/1/2011 vest 20% each year for five years beginning on 12/1/2012. 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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