

DAKTRONICS INC /SD/
Form 4
August 25, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
08/23/2016

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

Edgar Filing: DAKTRONICS INC /SD/ - Form 4

| | | | | | | | | |
|--------------|------------|---|-------|---|---------|------------------------|---|-----------|
| 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 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 | 420 | <u>(4)</u> | <u>(4)</u> | Common Stock | 420 | \$ 0 |
| Restricted Stock Units | \$ 0 | 08/23/2016 | | M | 550 | <u>(5)</u> | <u>(5)</u> | Common Stock | 550 | \$ 0 |
| Restricted Stock Units | \$ 0 | 08/23/2016 | | M | 550 | <u>(6)</u> | <u>(6)</u> | 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.