SEC Form 4

**FORM 4**

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

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person[*] | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| GATZKE CARLA S | DAKTRONICS INC /SD/ [ DAKT ] | |

| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/01/2015 | |
|---|---|---|
| 201 DAKTRONICS DRIVE | | |

Relationship of Reporting Person(s) to Issuer:

| | Director | | 10% Owner |
|---|---|---|---|
| X | Officer (give title below) | | Other (specify below) |

Secretary and VP of Human Reso

| (Street) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
|---|---|---|
| BROOKINGS SD 57006 | | X Form filed by One Reporting Person |
| (City) (State) (Zip) | | 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 | 12/01/2015 | | M | | 400 | A | $0[(1)] | 431,335 | D | |
| Common Stock | | | | | | | | 15,005 | I | Child B |
| Common Stock | | | | | | | | 15,380 | I | Child A |
| Common Stock | | | | | | | | 90,000 | I | by Spouse |
| Common Stock | 12/01/2015 | | F | | 109 | D | $8.78 | 431,226 | D | |
| Common Stock | 12/01/2015 | | J | | 9,509.6696 | A | $0 | 127,600.8679[(2)] | I | by 401k |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | $0.0 | 12/01/2015 | | M | | | 400 | [(3)] | [(3)] | Common Stock | 400 | $0 | 8,124 | D | |

**Explanation of Responses:**

1. On December 1, 2015, 400 shares of the reporting person restricted stock units vested, 291 shares of Common Stock were delivered, and 109 shares of Common Stock were withheld by the Company to satisfy income tax withholding obligation.

2. Between September 4, 2014 and December 1, 2015, the reporting person acquired 9,509.6696 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.

**Remarks:**

Carla S. Gatzke                12/03/2015

** Signature of Reporting Person            Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**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 Number.**