

GATZKE CARLA S

Form 4

August 24, 2018

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 *
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)
08/23/2018

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	08/23/2018		M		550	A	\$ 0 (1)
Common Stock	08/23/2018		M		550	A	\$ 0 (1)
Common Stock	08/23/2018		M		550	A	\$ 0 (1)
Common Stock	08/23/2018		M		550	A	\$ 0 (1)
Common Stock	08/23/2018		M		550	A	\$ 0 (1)

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Common Stock	08/23/2018	F	128	D	\$ 7.48	438,650	D
Common Stock	08/23/2018	F	128	D	\$ 7.48	438,522	D
Common Stock	08/23/2018	F	128	D	\$ 7.48	438,394	D
Common Stock	08/23/2018	F	128	D	\$ 7.48	438,266	D
Common Stock	08/23/2018	F	128	D	\$ 7.48	438,138	D

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 of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	08/23/2018		M	550	(2) (2)	Common Stock	550
Restricted Stock Units	\$ 0	08/23/2018		M	550	(3) (3)	Common Stock	550
Restricted Stock Units	\$ 0	08/23/2018		M	550	(4) (4)	Common Stock	550
Restricted Stock Units	\$ 0	08/23/2018		M	550	(5) (5)	Common Stock	550
	\$ 0	08/23/2018		M	550	(6) (6)		550

Restricted
Stock
Units

Common
Stock

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 08/24/2018

____Signature of Date
Reporting Person

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, 2018, 550 of the reporting persons restricted stock units vested, 422 shares of Common Stock were delivered, and 128 shares of Common Stock were withheld by the Company to satisfy income tax withholding obligation.
- (2) Restricted Stock Units granted on 08/22/2013 vest 20% each year for five years beginning on 08/23/2014. Vested shares will be delivered to the reporting person as soon as practicable after the date of vesting.
- (3) Restricted Stock Units granted on 09/04/2014 vest 20% each year for five years beginning on 08/23/2015. Vested shares will be delivered to the reporting person as soon as practicable after the date of vesting.
- (4) 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.
- (5) Restricted Stock Units granted on 09/01/2016 vest 20% each year for five years beginning on 08/23/2017. Vested shares will be delivered to the reporting person as soon as practicable after the date of vesting.
- (6) Restricted Stock Units granted on 08/31/2017 vest 20% each year for five years beginning on 08/23/2018. 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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