

DAKTRONICS INC /SD/

Form 4

November 26, 2013

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MORGAN JAMES B

(Last) (First) (Middle)

201 DAKTRONICS DRIVE

(Street)

BROOKING, 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)
11/25/2013

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/25/2013		M		1,522 A \$ 9.51	1,398,748	D
Common Stock	11/25/2013		M		1,057 A \$ 14.37	1,399,805	D
Common Stock	11/25/2013		M		7,362 A \$ 13.595	1,407,167	D
Common Stock	11/25/2013		M		11,659 A \$ 12.835	1,418,826	D
Common Stock	11/25/2013		M		748 A \$ 9.51	1,419,574	D
	11/25/2013		M		2,300 A \$ 9.24	1,421,874	D

Common
Stock

Common Stock	11/25/2013	M	6,638	A	\$ 13.595	1,428,512	D
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Common Stock	11/25/2013	M	4,341	A	\$ 12.835	1,432,853	D
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Common Stock						53,892	I	by 401k
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Options	\$ 9.51	11/25/2013		M		1,522		<u>(1)</u>	08/22/2022	Common Stock	1,522
Incentive Stock Options	\$ 12.835	11/25/2013		M		11,659		<u>(2)</u>	11/22/2014	Common Stock	11,659
Incentive Stock Options	\$ 13.595	11/25/2013		M		7,362		<u>(3)</u>	11/16/2015	Common Stock	7,362
Incentive Stock Options	\$ 14.37	11/25/2013		M		1,057		<u>(4)</u>	12/01/2020	Common Stock	1,057
Non-Qualified Stock Option	\$ 9.24	11/25/2013		M		2,300		<u>(5)</u>	11/30/2021	Common Stock	2,300
Non-Qualified Stock Option	\$ 9.51	11/25/2013		M		748		<u>(1)</u>	08/22/2022	Common Stock	748
Non-Qualified Stock Option	\$ 12.835	11/25/2013		M		4,341		<u>(2)</u>	11/22/2014	Common Stock	4,341
Non-Qualified Stock Option	\$ 13.595	11/25/2013		M		6,638		<u>(3)</u>	11/16/2015	Common Stock	6,638

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MORGAN JAMES B 201 DAKTRONICS DRIVE BROOKING, SD 57006	X

Signatures

/s/ James B. Morgan 11/26/2013

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) Incentive Stock Options: 20% vested each year for a total of five years - vesting schedule: 8/23/2013; 8/23/2014; 8/23/2015; 8/23/2016; 8/23/2017
- (2) Incentive Stock Options: 20% vested each year for a total of five years - vesting schedule: 11/23/2005; 11/23/2006; 11/23/2007; 11/23/2008; 11/23/2009
- (3) Incentive Stock Options: 20% vested each year for a total of five years - vesting schedule: 11/17/2006; 11/17/2007; 11/17/2008; 11/17/2009; 11/17/2010
- (4) Incentive Stock Options: 20% vested each year for a total of five years - vesting schedule: 12/02/2011; 12/02/2012; 12/02/2013; 12/02/2014; 12/02/2015
- (5) Incentive Stock Options: 20% vested each year for a total of five years - vesting schedule: 12/01/2012; 12/01/2013; 12/01/2014; 12/01/2015; 12/01/2016

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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