

Kurtenbach Matthew John
 Form 4
 August 25, 2017

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 *
 Kurtenbach Matthew John

(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)
 08/23/2017

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)
 VP of Manufacturing

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 | 08/23/2017 | | M | | 420 | A | \$ 0 <u>(1)</u> |
| Common Stock | 08/23/2017 | | M | | 600 | A | \$ 0 <u>(2)</u> |
| Common Stock | 08/23/2017 | | M | | 600 | A | \$ 0 <u>(2)</u> |
| Common Stock | 08/23/2017 | | M | | 600 | A | \$ 0 <u>(2)</u> |
| Common Stock | 08/23/2017 | | M | | 600 | A | \$ 0 <u>(2)</u> |

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| | | | | | | | | |
|--------------|------------|---|-----|---|---------|-----------------------|---|---------|
| Common Stock | 08/23/2017 | F | 111 | D | \$ 9.41 | 192,419 | D | |
| Common Stock | 08/23/2017 | F | 158 | D | \$ 9.41 | 192,261 | D | |
| Common Stock | 08/23/2017 | F | 158 | D | \$ 9.41 | 192,103 | D | |
| Common Stock | 08/23/2017 | F | 158 | D | \$ 9.41 | 191,945 | D | |
| Common Stock | 08/23/2017 | F | 158 | D | \$ 9.41 | 191,787 | D | |
| Common Stock | 08/23/2017 | A | 863 | A | \$ 0 | 14,072 ⁽³⁾ | I | by 401k |
| Common Stock | | | | | | 10,900 | I | Child A |
| Common Stock | | | | | | 10,200 | I | Child B |
| Common Stock | | | | | | 10,000 | I | Child C |
| Common Stock | | | | | | 8,000 | I | Child 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 or Derivative Security (Instr. 3) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock | \$ 0 | 08/23/2017 | | M | 420 | <u>(4)</u> | <u>(4)</u> | Common Stock | 420 | \$ 0 |

Units

Restricted
Stock
Units

\$ 0

08/23/2017

M

600

(5)

(5)

Common
Stock

600

\$ 0

Restricted
Stock
Units

\$ 0

08/23/2017

M/K

600

(6)

(6)

Common
Stock

600

\$ 0

Restricted
Stock
Units

\$ 0

08/23/2017

M

600

(7)

(7)

Common
Stock

600

\$ 0

Restricted
Stock
Units

\$ 0

08/23/2017

M

600

(8)

(8)

Common
Stock

600

\$ 0

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kurtenbach Matthew John 201 DAKTRONICS DRIVE BROOKINGS, SD 57006 | | | VP of Manufacturing | |

Signatures

Matthew J.
Kurtenbach

08/25/2017

__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, 2017, 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, 2017, 600 of the reporting persons restricted stock units vested, 442 shares of Common Stock were delivered, and 158 shares of Common Stock were withheld by the Company to satisfy income tax withholding obligation.
- (3) Between December 1, 2016 and August 23, 2017, the reporting person acquired 863 shares of common stock of Daktronics, Inc. under the Daktronics, Inc. 401k Plan.
- (4) Restricted Stock Units granted on 08/23/2012 vest 20% each year for five years beginning on 08/23/2013. Vested shares will be delivered to the reporting person as soon as practicable after the date of vesting.
- (5) Restricted Stock Units granted on 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.
- (6) 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.
- (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.

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- (8) 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.

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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