

Anderson Sheila Mae
 Form 4
 August 24, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Anderson Sheila Mae

2. Issuer Name and Ticker or Trading Symbol
 DAKTRONICS INC /SD/ [DAKT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 201 DAKTRONICS DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/23/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CFO & Treasurer

BROOKINGS, SD 57006
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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	08/23/2018		M		550	A	\$ 0
Common Stock	08/23/2018		M		600	A	\$ 0
Common Stock	08/23/2018		M		600	A	\$ 0
Common Stock	08/23/2018		M		600	A	\$ 0
Common Stock	08/23/2018		M		600	A	\$ 0 (1)

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Common Stock 08/23/2018 F 140 D \$ 7.48 14,470.94 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 Units	\$ 0	08/23/2018		M	550	(2)	(2)	Common Stock	550	\$ 0
Restricted Stock Units	\$ 0	08/23/2018		M	600	(3)	(3)	Common Stock	600	\$ 0
Restricted Stock Units	\$ 0	08/23/2018		M	600	(4)	(4)	Common Stock	600	\$ 0
Restricted Stock Units	\$ 0	08/23/2018		M	600	(5)	(5)	Common Stock	600	\$ 0
Restricted Stock Units	\$ 0	08/23/2018		M	600	(6)	(6)	Common Stock	600	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				CFO & Treasurer

Anderson Sheila Mae
201 DAKTRONICS DRIVE
BROOKINGS, SD 57006

Signatures

Sheila M.
Anderson

08/24/2018

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, 2018, 600 of the reporting persons restricted stock units vested, 460 shares of Common Stock were delivered, and 140 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 8/23/2014. 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 8/23/2015. 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 8/23/2016. 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 8/23/2017. 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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