

DAKTRONICS INC /SD/  
Form 4  
November 26, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**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 (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/25/2013		M		1,522 A \$ 9.51	D	
Common Stock	11/25/2013		M		1,057 A \$ 14.37	D	
Common Stock	11/25/2013		M		7,362 A \$ 13.595	D	
Common Stock	11/25/2013		M		11,659 A \$ 12.835	D	
Common Stock	11/25/2013		M		748 A \$ 9.51	D	
	11/25/2013		M		2,300 A \$ 9.24	D	

Common  
Stock

Common Stock 11/25/2013 M 6,638 A \$ 13.595 1,428,512 D

Common Stock 11/25/2013 M 4,341 A \$ 12.835 1,432,853 D

Common Stock 53,892 I by 401k

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

**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 control number.**

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 of Underlying Security (Instr. 3 and 4)	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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.