

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>MORGAN JAMES B</u><br><br>(Last) (First) (Middle)<br>331 32ND AVENUE<br>POST OFFICE BOX 5128<br><br>(Street)<br>BROOKINGS SD 57006<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>DAKTRONICS INC /SD/ [ DAKT ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>CEO &amp; President</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/01/2012                     |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                           | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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                    | 12/01/2012                           |  | M                              |   | 460   | A          | \$0.0001 <sup>(1)</sup> | 1,376,882   | D  |   |
| Common Stock                    | 12/01/2012                           |  | F                              |   | 121   | D          | \$10.46                 | 1,376,761   | D  |   |
| Common Stock                    | 12/02/2012                           |  | M                              |   | 362   | A          | \$0.0002 <sup>(2)</sup> | 1,377,123   | D  |   |
| Common Stock                    | 12/02/2012                           |  | F                              |   | 95  | D          | \$10.46                 | 1,377,028   | D  |   |
| Common Stock                    | 12/03/2012                           |  | M                              |   | 480   | A          | \$0 <sup>(3)</sup>      | 1,377,508   | D  |   |
| Common Stock                    | 12/03/2012                           |  | F                              |   | 126   | D          | \$10.66                 | 1,377,382   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 50,946.59 <sup>(4)</sup>  | I  | By Daktronics, Inc. 401(K) Plan                       |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  |                                | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Restricted Stock Units                     | \$0.0001 <sup>(1)</sup>                                | 12/01/2012                           |  | M                              |  | 460 | (5)  | (5)             | Common Stock 460  | \$0.0000                                   | 1,840  | D   |  |
| Restricted Stock Units                     | \$0.0002 <sup>(2)</sup>                                | 12/02/2012                           |  | M                              |  | 362 | (6)  | (6)             | Common Stock 362  | \$0.0000                                   | 1,908  | D   |  |
| Restricted Stock Units                     | (3)  | 12/03/2012                           |  | M                              |  | 480 | (7)  | (7)             | Common Stock 480  | \$0.0000                                   | 960  | D   |  |

**Explanation of Responses:**

- On December 1, 2012, 460 of the reporting person's Restricted Stock Units vested, 339 shares of Common Stock were delivered, and 121 shares of Common Stock were withheld by the Company to satisfy income tax withholding obligations.
- On December 2, 2012, 362 of the reporting person's Restricted Stock Units vested, 267 shares of Common Stock were delivered, and 95 shares of Common Stock were withheld by the Company to satisfy income tax withholding obligations.
- On December 3, 2012, 480 of the reporting person's Restricted Stock Units vested, 354 shares of Common Stock were delivered, and 126 shares of Common Stock were withheld by the Company to satisfy income tax withholding obligations.
- The information in this report is based on a plan statement dated as of December 6, 2012.
- Restricted Stock Units granted on 12/1/2011 vest 20% each year for five years beginning 12/1/2012. Vested shares will be delivered to the reporting person as soon as practicable after the date of vesting.
- Restricted Stock Units granted on 12/2/2010 vest 20% each year for five years beginning 12/02/2011. Vested shares will be delivered to the reporting person as soon as practicable after the date of vesting.
- Restricted Stock Units granted on 12/3/2009 vest 20% each year for five years beginning on 12/3/2010. Vested shares will be delivered to the reporting person as soon as practicable after the date of vesting.

/s/ James B. Morgan

12/07/2012

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**