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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 APPR	OVAL
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1. Name and Address of Reporting Person [*] MORGAN JAMES B		Person*	2. Issuer Name and Ticker or Trading Symbol DAKTRONICS INC /SD/ [DAKT]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
MORGAN J	<u>AMES B</u>			X	Director	10% Owner				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	- x	Officer (give title below)	Other (specify below)				
331 32ND AVE	NUE		12/01/2012		CEO & Pre	esident				
POST OFFICE	BOX 5128									
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Fili	ing (Check Applicable				
BROOKINGS	SD	57006		X	Form filed by One Re	porting Person				
					Form filed by More th Person	an One Reporting				
(Citv)	(State)	(Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table 1- Non-Derivative Securities Acquired, Disposed of, of Derivitiany Owned												
2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership				
		Code	v	Amount	ount (A) or Price		Transaction(s) (Instr. 3 and 4)		(Instr. 4)			
12/01/2012		М		460	A	\$0.0001(1)	1,376,882	D				
12/01/2012		F		121	D	\$10.46	1,376,761	D				
12/02/2012		М		362	A	\$0.0002(2)	1,377,123	D				
12/02/2012		F		95	D	\$10.46	1,377,028	D				
12/03/2012		М		480	A	\$0 ⁽³⁾	1,377,508	D				
12/03/2012		F		126	D	\$10.66	1,377,382	D				
							50,946.59 ⁽⁴⁾	I	By Daktronics, Inc. 401(K) Plan			
	Date (Month/Day/Year) 12/01/2012 12/01/2012 12/02/2012 12/02/2012 12/03/2012	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) 12/01/2012 12/02/2012 12/02/2012 12/02/2012 12/02/2012 12/02/2012 12/03/2012 12/02/2012	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transe Code 8) 12/01/2012 M 12/01/2012 M 12/02/2012 M 12/02/2012 M 12/03/2012 M	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) 12/01/2012 Code V 12/01/2012 M 12/02/2012 M 12/02/2012 M 12/02/2012 M 12/02/2012 M 12/02/2012 M	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code Disposed Of Month/Day/Year) 12/01/2012 Code V Amount 12/01/2012 M M 460 12/01/2012 M F 121 12/02/2012 M M 362 12/02/2012 F 95 12/03/2012 M 480	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code 8 Disposed Of (D) (Instr Code 8 12/01/2012 Code V Amount (A) or (D) 12/01/2012 M M 460 A 12/01/2012 F 121 D 12/02/2012 M M 362 A 12/02/2012 F M 95 D 12/03/2012 M M 480 A	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (N Disposed OF (D) (Instr. 3, 4 and 5) 12/01/2012 Code V Amount (A) or (D) Price 12/01/2012 M M 460 A \$0.0001^{(1)} 12/01/2012 F I 121 D \$10.460 12/02/2012 M M S 3622 A \$0.0002^{(2)} 12/02/2012 F M S 955 D \$10.466 12/03/2012 M F I 955 D \$10.466 12/03/2012 M M I 4800 A \$0(3)	Date (Month/Day/Year)Execution Date, if any (Month/Day/Year)Transaction CodeDisposed of (D) (Instr. 3, 4 and 5)Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)12/01/2012CodeVAmount(A) or (D)PriceSecurities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)12/01/2012MM4600A\$0.0001(1)1,376,88212/01/2012FM12121D\$10.4601,377,12312/02/2012MFI3622A\$0.0002(2)1,377,12312/03/2012FMI4800A\$0(3)1,377,50812/03/2012FI126D\$10.6601,377,38212/03/2012FIIIIIII2/03/2012FIIIIIII2/03/2012IFIIIIII2/03/2012FIIIIIII2/03/2012FIIIIIII2/03/2012FIIIIIIII2/03/2012FIIIIIIII2/03/2012IIIIIIIII2/03/2012IIIIIIIII2/03/2012IIII <t< td=""><td>Date (Month/Day/Year)Execution Date, if any (Month/Day/Year)Transaction CodeDisposed Of (D) (Instr. 3, 4 and 5)Securities Beneficially Owned Following Reported Transaction(s)Form: Direct (D) or Indirect (D) or Indirect (D</td></t<>	Date (Month/Day/Year)Execution Date, if any (Month/Day/Year)Transaction CodeDisposed Of (D) (Instr. 3, 4 and 5)Securities Beneficially Owned Following Reported Transaction(s)Form: Direct (D) or Indirect (D) or Indirect (D			

 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. Transa Code (8)		of Deriv Secu Acqu (A) o Dispo of (D (Insti	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate Amount of		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)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0.0001 ⁽¹⁾	12/01/2012		М			460	(5)	(5)	Common Stock	460	\$0.0000	1,840	D	
Restricted Stock Units	\$0.0002 ⁽²⁾	12/02/2012		М			362	(6)	(6)	Common Stock	362	\$0.0000	1,908	D	
Restricted Stock Units	(3)	12/03/2012		М			480	(7)	(7)	Common Stock	480	\$0.0000	960	D	

Explanation of Responses:

1. 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.

2. 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.

3. 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.

4. The information in this report is based on a plan statement dated as of December 6, 2012.

5. 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.

6. 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.

7. 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.

<u>/s/ James B. Morgan</u>

12/07/2012

** Signature of Reporting Person Date

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

 \ast 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.

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