

DAKTRONICS INC /SD/
Form 4
September 21, 2006

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 *
MORGAN JAMES B

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)
331 32ND AVENUE, PO BOX 5128

3. Date of Earliest Transaction (Month/Day/Year)
09/20/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

CEO & President

(Street)

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

BROOKINGS, SD 57006

(City) (State) (Zip)

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 or Price | | |
| Daktronics, Inc. Zero Par Value Common Stock | 09/20/2006 | | M | | 64,000 A \$ 1.5313 | 1,490,890 | D |
| Daktronics, Inc. Zero Par Value Common Stock | 09/20/2006 | | M | | 32,000 A \$ 2.5625 | 1,522,890 | D |
| Daktronics, Inc. Zero | | | | | | 2,320 | I By Child A |

Par Value
Common
Stock

Daktronics,
Inc. Zero
Par Value
Common
Stock

2,320

I

By Child B

Daktronics,
Inc. Zero
Par Value
Common
Stock

37,425.652
(1)

I

By
Daktronics,
Inc. 401(K)
Plan

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.

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Daktronics, Inc. Incentive Stock Option | \$ 1.5313 | 09/20/2006 | | M | 64,000 | 11/19/1999 ⁽²⁾ 11/18/2008 | Daktronics, Inc. Zero Par Value Common Stock |
| Daktronics, Inc. Incentive Stock Option | \$ 2.5625 | 09/20/2006 | | M | 32,000 | 11/18/2000 ⁽³⁾ 11/17/2009 | Daktronics, Inc. Zero Par Value Common Stock |

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

Director 10% Owner Officer Other

MORGAN JAMES B
331 32ND AVENUE
PO BOX 5128
BROOKINGS, SD 57006

X

CEO & President

Signatures

By: /s/ James B.
Morgan

09/21/2006

__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) The information in this report is based on a plan statement dated as of September 15, 2006.
- (2) 20% vested each year for a total of five years - Vesting schedule - 11/19/00-99%, 11/19/00-20%, 11/19/01-20%, 11/19/02-20%, 11/19/03-20%
- (3) 20% vested each year for a total of five years - Vesting schedule - 11/18/00-20, 11/18/01-20%, 11/18/02-20%, 11/18/03-20%, 11/18/04-20%

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.