

SANDER DUANE E
Form 4
June 12, 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 *
SANDER DUANE E

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/09/2006

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

BROOKINGS, SD 57006

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

(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 | (D) | Price |
| Daktronics, Inc. Zero Par Value Common Stock | 06/09/2006 | | S | | 41 ⁽¹⁾ | D | \$ 49.93 |
| Daktronics, Inc. Zero Par Value Common Stock | 06/09/2006 | | S | | 99 ⁽¹⁾ | D | \$ 49.94 |
| Daktronics, Inc. Zero Par Value Common Stock | 06/09/2006 | | S | | 200 ⁽¹⁾ | D | \$ 49.95 |

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| | | | | | | | |
|---------------------------------------|------------|---|---------------------|---|-------------|---------|---|
| Value Common Stock | | | | | | | |
| Daktronics, Inc. Zero Par Value | 06/09/2006 | S | 900 <u>(1)</u> | D | \$ 49.97 | 300,624 | D |
| Common Stock | | | | | | | |
| Daktronics, Inc. Zero Par Value | 06/09/2006 | S | 199 <u>(1)</u> | D | \$ 49.98 | 300,425 | D |
| Common Stock | | | | | | | |
| Daktronics, Inc. Zero Par Value | 06/09/2006 | S | 450 <u>(1)</u> | D | \$ 50.1 | 299,975 | D |
| Common Stock | | | | | | | |
| Daktronics, Inc. Zero Par Value | 06/09/2006 | S | 160 <u>(1)</u> | D | \$ 50.11 | 299,815 | D |
| Common Stock | | | | | | | |
| Daktronics, Inc. Zero Par Value | 06/09/2006 | S | 1,000 <u>(1)</u> | D | \$ 50.12 | 298,815 | D |
| Common Stock | | | | | | | |
| Daktronics, Inc. Zero Par Value | 06/09/2006 | S | 300 <u>(1)</u> | D | \$ 50.13 | 298,515 | D |
| Common Stock | | | | | | | |
| Daktronics, Inc. Zero Par Value | 06/09/2006 | S | 1 <u>(1)</u> | D | \$ 50.14 | 298,514 | D |
| Common Stock | | | | | | | |
| Daktronics, Inc. Zero Par Value | 06/09/2006 | S | 100 <u>(1)</u> | D | \$ 50.28 | 298,414 | D |
| Common Stock | | | | | | | |
| Daktronics, Inc. Zero Par Value | 06/09/2006 | S | 99 <u>(1)</u> | D | \$ 50.32 | 298,315 | D |

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Common
Stock

Daktronics,
Inc. Zero Par

| | | | | | | | |
|-------|------------|---|----------------|---|----------|---------|---|
| Value | 06/09/2006 | S | 100 <u>(1)</u> | D | \$ 50.39 | 298,215 | D |
|-------|------------|---|----------------|---|----------|---------|---|

Common
Stock

Daktronics,
Inc. Zero Par

| | | | | | | | |
|-------|------------|---|----------------|---|---------|---------|---|
| Value | 06/09/2006 | S | 251 <u>(1)</u> | D | \$ 50.4 | 297,964 | D |
|-------|------------|---|----------------|---|---------|---------|---|

Common
Stock

Daktronics,
Inc. Zero Par

| | | | | | | | |
|-------|------------|---|----------------|---|----------|---------|--------------|
| Value | 06/09/2006 | S | 100 <u>(1)</u> | D | \$ 50.41 | 297,864 | D <u>(2)</u> |
|-------|------------|---|----------------|---|----------|---------|--------------|

Common
Stock

Daktronics,
Inc. Zero Par

| | | | | | | | | |
|-------|--|--|--|--|--|---------|---|-----------------------------------------|
| Value | | | | | | 238,632 | I | Phyllis A. Sander Living Trust |
|-------|--|--|--|--|--|---------|---|-----------------------------------------|

Common
Stock

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SANDER DUANE E 331 32ND AVENUE PO BOX 5128 BROOKINGS, SD 57006 | X | | | |

Signatures

| | |
|------------------------------------------------|---------------------|
| By: /s/ William R. Retterath, POA | 06/12/2006 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 1, 2006. Shares include 11,162 held individually in the name of the reporting person and 286,702 shares held in the name of Duane E Sander Living Trust. The shares are held in the trust for the benefit of the reporting person. Both the reporting person and the reporting person's
- (2) spouse are the co-trustees of the trust. As co-trustees, they have the right, alone or with the other trustee, to sell, dispose, vote and execute other transactions involving the shares held in the trust. The reporting person is also the sole primary beneficiary of the trust. Shares owned by the Duane E Sander Living Trust are indirectly owned by the reporting person.

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.