

LUNA INNOVATIONS INC

Form 4

April 10, 2017

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 *
WILLIAMSON JOHN B III

(Last) (First) (Middle)

C/O LUNA INNOVATIONS
 INCORPORATED, 301 1ST
 STREET SW, SUITE 200

(Street)

ROANOKE, VA 24011

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol
LUNA INNOVATIONS INC
[LUNA]

3. Date of Earliest Transaction
 (Month/Day/Year)
04/03/2017

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Units	(1)	04/03/2017		A		3,633.72 (2)		(3)	(3)	Common Stock	3,633.72
Stock Units	(1)	04/03/2017		A		1,453.49 (4)		(3)	(3)	Common Stock	1,453.49
Stock Units	(1)	04/03/2017		A		436.05 (5)		(3)	(3)	Common Stock	436.05

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WILLIAMSON JOHN B III
C/O LUNA INNOVATIONS INCORPORATED
301 1ST STREET SW, SUITE 200
ROANOKE, VA 24011

X

Signatures

/s/ Scott A. Graeff,
Attorney-In-Fact

04/10/2017

**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) Stock units are convertible into issuer's common stock on a 1-for-1 basis.

(2) This grant was made pursuant to the issuer's non-employee director compensation, as compensation for Mr. Williamson's service as a member of the board of directors for the period of April 1, 2017 to June 30, 2017. The number of restricted stock units awarded is equal to \$6,250.00 divided by \$1.72, the closing price of the issuer's common stock on the NASDAQ Capital Market on April 3, 2017, the first trading day of the quarter. The Reporting Person elected to receive fees in stock units.

(3) The stock units become issuable in common stock of the issuer at the election of the Reporting Person upon the earliest to occur of the Reporting Person's termination of service, a change in control of the issuer, an unforeseeable emergency, or a fixed date selected by the Reporting Person. The units have no expiration date.

(4) This grant was made pursuant to the issuer's non-employee director compensation policy, as compensation for Mr. Williamson's service as chairman of the audit committee of the board of directors for the period of April 1, 2017 to June 30, 2017. The number units is equal to \$2,500 divided by \$1.72, the closing price of issuer's common stock on NASDAQ Capital Market on April 3, 2017, the first trading day of the quarter. The Reporting Person elected to receive chairman fees in stock units.

(5) This grant was made pursuant to issuer's non-employee director compensation policy, as compensation for Mr. Williamson's service on the nominating and governance committee of the board of directors for the period from April 1, 2017 to June 30, 2017. The number units is equal to \$750.00 divided by \$1.72, the closing price of issuer's common stock on the NASDAQ Capital Market on April 3, 2017, the

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first trading day of the quarter. The Reporting Person elected to receive fees in stock units.

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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