

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

(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

ROANOKE, VA 24011

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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.

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	<u>(1)</u>	04/03/2017		A		3,633.72 <u>(2)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	3,633.72
Stock Units	<u>(1)</u>	04/03/2017		A		1,453.49 <u>(4)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	1,453.49
Stock Units	<u>(1)</u>	04/03/2017		A		436.05 <u>(5)</u>		<u>(3)</u>	<u>(3)</u>	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
 Date
**Signature of Reporting Person

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.
 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.
- (2) 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.
- (3) 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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