

WILLIAMSON JOHN B III
 Form 4
 January 04, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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)
**C/O LUNA INNOVATIONS
 INCORPORATED, 301 1ST
 STREET SW, SUITE 200**
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
01/02/2018

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

ROANOKE, VA 24011
 (City) (State) (Zip)

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

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) | Price | | |
| | | | | Code | V | Amount | |

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

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 (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) | 8. Price of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Stock Units | (1) | 01/02/2018 | | A | 2,500 (2) | (3) (3) | Common Stock | 2,500 \$ 2 |
| Stock Units | (1) | 01/02/2018 | | A | 1,000 (4) | (3) (3) | Common Stock | 1,000 \$ 2 |
| Stock Units | (1) | 01/02/2018 | | A | 300 (5) | (3) (3) | Common Stock | 300 \$ 2 |

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 01/04/2018

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.

This grant was made pursuant to the issuer's non-employee director compensation policy, as compensation for Mr. Williamson's service as a member of the board of directors for the period from January 1, 2018 to March 31, 2018. The number of restricted stock units is equal to \$6,250.00 divided by \$2.50, the closing price of the issuer's common stock on the NASDAQ Capital Market on January 2, 2018, the first trading day of the quarter. The Reporting Person elected to receive fees in stock units.

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 from January 1, 2018 to March 31, 2018. The number of restricted stock units is equal to \$2,500 divided by \$2.50, the closing price of the issuer's common stock on the NASDAQ Capital Market

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on January 2, 2018, the first trading day of the quarter. The Reporting Person elected to receive the 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 January 1, 2018 to March 31, 2018. The number of restricted stock units is equal to \$750.00 divided by \$2.50, the closing price of issuer's common stock on the NASDAQ Capital Market on January 2, 2018, the 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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