SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
WILLIAMSON JOHN B III	LUNA INNOVATIONS INC [LUNA]	X Director; 10% Owner; Officer (give title below); Other (specify below)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	
C/O LUNA INNOVATIONS INCORPORATED	06/03/2016	
301 1ST STREET SW, SUITE 200	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)		X Form filed by One Reporting Person
ROANOKE VA 24011		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	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Units	(1)	06/03/2016		A		5,434.78[2]		(3)	(3)	Common Stock	5,434.78	$1.15	122,515.79	D	
Stock Units	(1)	06/03/2016		A		2,173.91[4]		(3)	(3)	Common Stock	2,173.91	$1.15	124,689.7	D	
Stock Units	(1)	06/03/2016		A		652.17[5]		(3)	(3)	Common Stock	652.17	$1.15	125,341.87	D	

Explanation of Responses:

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 from April 1, 2016 to June 30, 2016. The number of restricted stock units awarded is equal to $6250.00 divided by $1.15, the closing price of the issuer's common stock on the Nasdaq Capital Market on June 3, 2016, the date of grant. 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 from April 1, 2016 to June 30, 2016. The number of restricted stock units is equal to $2,500 divided by $1.15, the closing price of the issuer's common stock on Nasdaq Capital Market on June 3, 2016, the date of grant. The Reporting Person elected to receive 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, 2016 to June 30, 2016. The number of restricted stock units is equal to $750.00 divided by $1.15, the closing price of issuer's common stock on the Nasdaq Capital Market on June 3, 2016, the date of grant. The Reporting Person elected to receive fees in stock units.

Remarks:

/s/ Scott A. Graeff, Attorney-In-Fact — 06/07/2016

** Signature of Reporting Person — Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 Number.