

PHELPS BARRY  
Form 4  
July 03, 2018

**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 \*  
PHELPS BARRY

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)  
07/02/2018

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.

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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	<u>(1)</u>	07/02/2018		A	1,959.25 <u>(2)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	1,959.25
Stock Units	<u>(1)</u>	07/02/2018		A	235.11 <u>(4)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	235.11
Stock Units	<u>(1)</u>	07/02/2018		A	235.11 <u>(5)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	235.11

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

PHELPS BARRY  
C/O LUNA INNOVATIONS INCORPORATED  
301 1ST STREET SW, SUITE 200  
ROANOKE, VA 24011

X

**Signatures**

/s/ Scott A. Graeff,  
Attorney-In-Fact  
\*\*Signature of Reporting Person  
Date 07/03/2018

**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. Phelps's service as a member of the board of directors for the period from July 1, 2018 to September 30, 2018. The number of restricted stock units is equal to \$6,250.00 divided by \$3.19, the closing price of the issuer's common stock on the Nasdaq Capital Market on July 2, 2018, 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) This grant was made pursuant to issuer's non-employee director compensation policy, as compensation for Mr. Phelps's service on the audit committee of the board of directors for the period from July 1, 2018 to September 30, 2018. The number of restricted stock units is equal to \$750.00 divided by \$3.19, the closing price of issuer's common stock on the Nasdaq Capital Market on July 2, 2018, the first trading day of the quarter. The Reporting Person elected to receive fees in stock units.
  - (4) This grant was made pursuant to issuer's non-employee director compensation policy, as compensation for Mr. Phelps's service on the compensation committee of the board of directors for the period from July 1, 2018 to September 30, 2018. The number of restricted stock units is equal to \$750.00 divided by \$3.19, the closing price of issuer's common stock on the Nasdaq Capital Market on July 2, 2018, 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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