PHELPS BARRY
Form 4
April 02, 2019

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
PHELPS BARRY

(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)
04/01/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (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)

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)	04/01/2019		A		1,491.65 (2)		(3)	(3)	Common Stock	1,491.65
Stock Units	(1)	04/01/2019		A		179 (4)		(3)	(3)	Common Stock	179
Stock Units	(1)	04/01/2019		A		179 (5)		(3)	(3)	Common Stock	179

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	04/02/2019
**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 policy, as compensation for Mr. Phelps's service as a member of the board of directors for the period from April 1, 2019 to June 30, 2019. The number of restricted stock units is equal to $6,250.00 divided by $4.19, the closing price of the issuer's common stock on the Nasdaq Capital Market on April 1, 2019, the first trading day of the quarter. The Reporting Person elected to receive fees in stock units.

(3) The stock units became 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 selected by the Reporting Person. The units have no expiration date.

(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 April 1, 2019 to June 30, 2019. The number of restricted stock units is equal to $750.00 divided by $4.19, the closing price of issuer's common stock on the Nasdaq Capital Market on April 1, 2019, the first trading day of the quarter. 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. Phelps's service on the audit committee of the board of directors for the period from April 1, 2019 to June 30, 2019. The number of restricted stock units is equal to $750.00 divided by $4.19, the closing price of issuer's common stock on the Nasdaq Capital Market on April 1, 2019, 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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