

LUNA INNOVATIONS INC

Form 4

January 03, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMSON JOHN B III

(Last) (First) (Middle)

**C/O LUNA INNOVATIONS
INCORPORATED, 1 RIVERSIDE
CIRCLE, SUITE 400**

(Street)

ROANOKE, VA 24016

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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) (A) or (D)	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 (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
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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)	8. Price of Deriva Security (Instr. 3)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	(1)	01/02/2013		A		2,000 (2)		(3)	(3)	Common Stock (2)	2,000	\$ 1.25

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WILLIAMSON JOHN B III
C/O LUNA INNOVATIONS INCORPORATED
1 RIVERSIDE CIRCLE, SUITE 400
ROANOKE, VA 24016

X

Signatures

/s/ Talfourd H. Kemper, Jr.,
Attorney-In-Fact

01/03/2013

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. Represents \$2,500 awarded to the Reporting Person as a retainer for his service as Chairman of the Audit Committee of the Board of Directors for the period from January 1, 2013 to

(2) March 31, 2013. The number of stock units is equal to \$2,500 divided by \$1.25, the closing price of the issuer's common stock on the NASDAQ Capital Market on January 2, 2013, the first trading day of the quarter. The Reporting Person elected to receive the Chairman 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

(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.

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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