

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* <u>PHELPS BARRY</u> (Last) (First) (Middle) <u>C/O LUNA INNOVATIONS INCORPORATED</u> <u>301 1ST STREET SW, SUITE 200</u> (Street) <u>ROANOKE VA 24011</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LUNA INNOVATIONS INC [LUNA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/24/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Common Stock ⁽¹⁾	05/24/2017		A		16,233 ⁽²⁾⁽³⁾	A	\$0	16,233	D	

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					
Stock Units	(4)	05/24/2017		A		1,650.13 ⁽⁵⁾		(6)	(6)	Common Stock	1,650.13	1,650.13	D	
Stock Units	(4)	05/24/2017		A		792.06 ⁽⁷⁾		(6)	(6)	Common Stock	792.06	2,442.19	D	
Stock Units	(4)	05/24/2017		A		792.06 ⁽⁸⁾		(6)	(6)	Common Stock	792.06	3,234.25	D	

Explanation of Responses:

- Consists of restricted stock units that are convertible into issuer's common stock on a 1-for-1 basis.
- This grant was awarded in connection with Mr. Phelps's appointment as a member of the board of directors, pursuant to the issuer's non-employee director compensation policy. The number of restricted stock units awarded is equal to \$25,000 divided by \$1.54, the closing price of issuer's common stock on Nasdaq Capital Market on May 24, 2017, the date of grant.
- The stock units will vest fully on the earlier of the one year anniversary of the grant date or the issuer's next annual meeting of stockholders.
- Stock Units are convertible into issuer's common stock on a 1-for-1 basis.
- This grant was awarded as compensation for Mr. Phelps's service as member of the board of directors for the period of May 24, 2017 to June 30, 2017. The number of restricted stock units awarded was equal to \$2541.20 divided by \$1.54, the closing price of the issuer's common stock on Nasdaq Capital Market on May 24, 2017, the date of grant. 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.
- This grant was awarded as compensation for Mr. Phelps's service on the audit committee of the issuer's board of directors for the period of May 24, 2017 to June 30, 2017. The number of restricted stock units awarded was equal to \$1,219.78 divided by \$1.54, the closing price of the issuer's common stock on Nasdaq Capital Market on May 24, 2017, the date of grant. The Reporting Person elected to receive fees in stock units.
- This grant was awarded as compensation for Mr. Phelps's service on the compensation committee of the issuer's board of directors for the period of May 24, 2017 to June 30, 2017. The number of restricted stock units awarded was equal to \$1,219.78 divided by \$1.54, the closing price of the issuer's common stock on Nasdaq Capital Market on May 24, 2017, the date of grant. The Reporting Person elected to receive fees in stock units.

Remarks:

/s/ Scott A. Graeff, Attorney-In-Fact 05/26/2017

** 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.