SEC Form 4

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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* ROEDEL RICHARD	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) C/O LUNA INNOVATIONS INCORPORATED 301 1ST STREET SW, SUITE 200	3. Date of Earliest Transaction (Month/Day/Year) 10/03/2022	X Director 10% Owner Officer (give title below) Other (specify below)
(Street) ROANOKE VA 24011	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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)	10/03/2022		A		3,453.95(2)		(3)	(3)	Common Stock	3,453.95	$0	35,727.14	D	
Stock Units	(1)	10/03/2022		A		603.07(4)		(3)	(3)	Common Stock	603.07	$0	36,330.21	D	
Stock Units	(1)	10/03/2022		A		274.12(5)		(3)	(3)	Common Stock	274.12	$0	36,604.33	D	
Stock Units	(1)	10/03/2022		A		274.12(6)		(3)	(3)	Common Stock	274.12	$0	36,878.45	D	
Stock Units	(1)							(3)	(3)	Common Stock	296,478.26		296,478.26	I	By spousal trust

Explanation of Responses:

1. Stock units are convertible into issuer's common stock on a 1-for-1 basis.

2. The grant was made pursuant to issuer's non-employee director compensation policy, as compensation for Mr. Roedel's service as chairman of the board of directors for the period from October 1, 2022 to December 31, 2022. The number of restricted stock units is equal to $15,750.00 divided by $4.56, the closing price of issuer's common stock on the Nasdaq Capital Market on October 3, 2022, the first trading day of the quarter. 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 Period'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. Roedel's service as the chairman of the risk committee of the board of directors for the period from October 1, 2022 to December 31, 2022. The number of restricted stock units is equal to $2,750.00 divided by $4.56, the closing price of issuer's common stock on the Nasdaq Capital Market on October 3, 2022, the first 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. Roedel's service on the nominating and governance committee of the board of directors for the period from October 1, 2022 to December 31, 2022. The number of restricted stock units is equal to $1,250.00 divided by $4.56, the closing price of issuer's common stock on the Nasdaq Capital Market on October 3, 2022, the first day of the quarter. The Reporting Person elected to receive fees in stock units.

6. This grant was made pursuant to issuer's non-employee director compensation policy, as compensation for Mr. Roedel's service on the compensation committee of the board of directors for the period from October 1, 2022 to December 31, 2022. The number of restricted stock units is equal to $1,250.00 divided by $4.56, the closing price of issuer's common stock on the Nasdaq Capital Market on October 3, 2022, the first day of the quarter. The Reporting Person elected to receive fees in stock units.

Remarks:

/s/ Scott A. Graeff, Attorney-In-Fact   10/04/2022
** 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.