

Bechtel Chris
 Form 4
 September 11, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Bechtel Chris

(Last) (First) (Middle)
 31 CAPE HARBOUR PLACE
 (Street)

THE WOODLANDS, TX 77380
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Surna Inc. [SRNA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/06/2017

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)
 CEO/President

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) | 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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
|--|------------------------------|------------------|------------|--|------|---|-----------|-----|------------------|-----------------|--------------|-------------------------|
| Restricted Stock Units ⁽¹⁾ | \$ 0 ⁽¹⁾ | 09/06/2017 | 09/06/2017 | A | | | 3,000,000 | | ⁽¹⁾ | ⁽¹⁾ | Common Stock | 3,000,000 |
| Option to purchase common stock ⁽²⁾ | \$ 0.135 | 09/06/2017 | 09/06/2017 | J | | | 450,000 | | 08/08/2017 | 08/08/2027 | Common Stock | 450,000 |
| Option to purchase common stock ⁽³⁾ | \$ 0.135 | 09/06/2017 | 09/06/2017 | J | | | 450,000 | | 03/01/2018 | 08/08/2027 | Common Stock | 450,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bechtel Chris 31 CAPE HARBOUR PLACE THE WOODLANDS, TX 77380 | X | | CEO/President | |

Signatures

/s/ Chris Bechtel 09/11/2017
 **Signature of Date
 Reporting Person

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) On September 6, 2017, the Issuer's board of directors granted the Reporting Person a total of 3,000,000 restricted stock units, which vest based on the Reporting Person's continued service and subject to the following performance thresholds: (i) 1,500,000 restricted stock units will vest on March 31, 2019 if the Issuer achieves 2018 revenue of \$18,000,000, and (iii) 1,500,000 restricted stock units will vest on March 31, 2020 if the Issuer achieves 2019 revenue of \$25,000,000.
- (2) On August 8, 2017, the Issuer's board of directors approved the grant of non-qualified stock options to purchase 450,000 shares of common stock at an exercise price of \$0.135, the closing price of Issuer's common stock on August 7, 2017, which were vested and exercisable on the date of grant. These options were granted for services as a director. In connection with the foregoing grant of restricted stock units, the Reporting Person agreed to terminate and cancel these non-qualified stock options as of September 6, 2017.
- (3) On August 8, 2017, the Issuer's board of directors also approved the additional grant of non-qualified stock options to purchase 450,000 shares of common stock at an exercise price of \$0.135, which vest and become exercisable on March 1, 2018 if the Reporting Person continues to provide services as a director on March 1, 2018. These options were granted for services as a director. In connection with the foregoing grant of restricted stock units, the Reporting Person agreed to terminate and cancel these non-qualified stock options as of September 6, 2017.

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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