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LUNA INNOVATIONS INC

Form 3

March 07, 2008

FORM 3

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

OMB APPROVAL

OMB Number:

response...

3235-0104

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Estimated average burden hours per

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 *

A Murphy Jonathan Edward

(Last)

(First)

(Middle)

(Month/Day/Year)

02/28/2008

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

LUNA INNOVATIONS INC [LUNA]

LUNA INNOVATIONS

INCORPORATED, 1 RIVERSIDE CIRCLE, SUITE

400

(Street)

Statement

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

Director _X__ Officer

10% Owner Other

(give title below) (specify below) VP Human Resources

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

ROANOKE, Â VAÂ 24016

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Form: Direct (D) or Indirect

(I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Conversion Ownership or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	(1)	02/28/2018	Common Stock	50,000	\$ 6.55	D	Â

Reporting Owners

Reporting Owner Name / Address				
1 0	Director	10% Owner	Officer	Other
Murphy Jonathan Edward LUNA INNOVATIONS INCORPORATED 1 RIVERSIDE CIRCLE, SUITE 400 ROANOKE, Â VAÂ 24016	Â	Â	VP Human Resources	Â

Signatures

/s/ Kevin W. Holt,
Attorney-In-Fact

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 40% of the option shares are exercisable 24 months after the vesting commencement day. The remaining option shares are exercisable at a rate of 1/36th per month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2