LUNA INNOVATIONS INC

Form 4 April 03, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Expires:

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

ROEDEL RICHARD

Symbol LUNA INNOVATIONS INC

(Middle)

(Zip)

(Check all applicable)

[LUNA]

(Month/Day/Year)

04/01/2008

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

C/O LUNA INNOVATIONS INCORPORATED, 1 RIVERSIDE

(First)

CIRCLE, SUITE 400

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street)

Filed(Month/Day/Year)

(Instr. 8)

X Form filed by One Reporting Person Form filed by More than One Reporting

ROANOKE, VA 24016

(City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct

Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	of 6. Date Exercisable and		7. Title and Amount of		8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities		Deriv
Security	or Exercise		any	Code	Securities	(Month/Day	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)					(Instr
	Derivative				or Disposed of	•				
	Security				(D)					
					(Instr. 3, 4,					
					and 5)					
				Code V	(A) (D)	Date	Expiration	Title	Amount	
				Code v	(A) (D)	Exercisable	Date	Title	or	
						Exercisable	Date		Number	
									of Shares	
									or Shares	
Stock	(4)	0.4./0.1./0.000			0.40.27	(2)	(2)	Common	0.40.07	Φ.7
Units	<u>(1)</u>	04/01/2008		A	848.27	(2)	(3)	Stock	848.27	\$ 7.
CILLES								Stock		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ROEDEL RICHARD

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

ROANOKE, VA 24016

Signatures

/s/ Kevin W. Holt, Attorney-In-Fact 04/03/2008

**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 registrant's common stock on a 1-for-1 basis.
 - Stock units are issued under the registrant's Non-Employee Director Deferred Compensation Plan in lieu of cash payment for director fees for the first quarter of 2008 in the amount of \$6,625. The Stock Units become issuable in common stock of the registrant at the election of
- (2) the reporting person upon the reporting person's termination of service, a change of control of the registrant, an unforeseeable emergency, or a fixed date selected by the reporting person. The stock units granted were calculated using the closing price of the issuer's common stock as reported on the NASDAQ Global Market on April 1, 2008.
- (3) Common Stock to be issued under the registrant's 2006 Equity Incentive Plan, which expires June 6, 2016.

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.

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