SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

check this box if no longer subject to	
Section 16. Form 4 or Form 5 bligations may continue. See	
nstruction 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

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

1. Name and Address of Reporting Person* ROEDEL RICHARD (Last) (First) (Middle) C/O LUNA INNOVATIONS INCORPORATED 1 RIVERSIDE CIRCLE, SUITE 400		Person*	2. Issuer Name and Ticker or Trading Symbol <u>LUNA INNOVATIONS INC</u> [LUNA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner		
		NCORPORATED	- 3. Date of Earliest Transaction (Month/Day/Year) 04/01/2009	Officer (give title Other (specify below) below)		
		TE 400	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)				X Form filed by One Reporting Person		
ROANOKE	VA	24016	_	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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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

2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)					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	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		(Instr. 4)		
(1)	04/01/2009		A		6,425.23		(2)	(3)	Common Stock	6,425.23	\$1.07 ⁽²⁾	6,425.23	D	
	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security Execution Date, (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Very Security Code (Instr. 8)	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securitie 8) Securities of (D) (Instr. 3, 4 and 5)	Conversion or Exercise Price of Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D)	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Social Derivative (North/Day/Year) Expiration Date (Month/Day/Year) V Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Derivative (Month/Day/Year) Expiration Date (Month/Day/Year) V Code V (A) (D)	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Social (Instr. 3, 4 and 5) Expiration Date (Month/Day/Year) Derivative Security Date (Month/Day/Year) Evpiration Date (Month/Day/Year) Evpiration Date (Month/Day/Year) Evpiration Date (Month/Day/Year) Derivative Security Code V (A) (D) Date Exercisable Expiration Date	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securities (Month/Day/Year) Expiration Date (Month/Day/Year) of Securit Underlyin (Month/Day/Year) 0 Derivative Security Expiration Date (Month/Day/Year) of Security (Month/Day/Year) of Security (Month/Day/Year) 0 Derivative Security Code V (A) (D) Date Expiration Exercisable Expiration Date of Security (Month/Day/Year) (I) 04/01/2009 A 6.425.23 (2) (3) Common	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction any (Month/Day/Year) Derivative Securities (Month/Day/Year) Expiration Date (Month/Day/Year) of Securities Underlying Derivative Security (Instr. 3 and 4) V V V V V Date (A) Expiration Date (Month/Day/Year) Of Securities Underlying Derivative Security (Instr. 3 and 4) (I) 04/01/2009 A 6.425.23 (2) (3) Common Common Date Common 6.425.23	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Security Expiration Date (Month/Day/Year) of Securities Underlying Derivative Security (Instr. 3 and 4) Derivative Security Security Code (Instr. 8) Derivative Security Expiration Date (Month/Day/Year) of Securities Underlying Derivative Security (Instr. 3 and 4) Derivative Security Expiration Date (Month/Day/Year) Of Securities Underlying Derivative Security (Instr. 3) Derivative Security (I) Out(01/2009 A 6 425 23 (I) Date Expiration Date Expiration Date Amount or Number of Shares Stars	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securities (Instr. 3, 4 and 5) Expiration Date (Month/Day/Year) of Securities Underlying Derivative Security (Instr. 3 and 4) Derivative Security (Instr. 5) Derivative Security (Instr. 4) (i) 04/01/2009 A 6.425.23 (2) (3) Common Securities Stars Stars	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securities (Month/Day/Year) Expiration Date (Month/Day/Year) of Securities Underlying Derivative 4) Derivative Underlying Derivative 4) Derivative Security (Instr. 3) Ownership Securities Direct (D) or Indirect (I) (Instr. 4) (I) Odd V (A) (D) Date Security Expiration Date (Month/Day/Year) of Securities Underlying Derivative 4) Derivative Security (Instr. 3) Ownership Security (Instr. 4) (I) Output V (A) (D) Date Expiration Date Expiration Date Amount or Number of Shares Derivative Security (Instr. 4) Ownership Security (Instr. 4)

Explanation of Responses:

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 2009 in the amount of \$6,875. The Stock Units become issuable in common stock of the registrant at the election of 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, 2009.
 Common Stock to be issued under the registrant's 2006 Equity Incentive Plan, which expires June 6, 2016.

/s/ Dale E. Messick, Attorney-

In-Fact

04/02/2009

** 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.