

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>ROEDEL RICHARD</u> (Last) (First) (Middle) <u>C/O LUNA INNOVATIONS INCORPORATED</u> <u>301 1ST STREET SW, SUITE 200</u> (Street) <u>ROANOKE VA 24011</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LUNA INNOVATIONS INC [LUNA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/10/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Common Stock	05/12/2022		M		40,000	A	\$1.63	260,469 ⁽¹⁾	I	By Spousal Trust ⁽²⁾
Common Stock	05/12/2022		M		17,096	A	\$1.63	277,565	I	By Spousal Trust ⁽²⁾
Common Stock								237,573	I	By Profit Sharing Plan

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
Stock Units	(3)	05/10/2022		A		21,200 ⁽⁴⁾		(5)	(5)	Common Stock	21,200	\$0	28,496.22	D	
Common Stock Option (Right to Buy)	\$1.63	05/12/2022		M		40,000		(6)	05/22/2022	Common Stock	40,000	\$0	40,000 ⁽⁷⁾	I	By spousal trust ⁽²⁾
Common Stock Option (Right to Buy)	\$1.63	05/12/2022		M		17,096		(6)	05/22/2022	Common Stock	17,096	\$0	17,096 ⁽⁷⁾	I	By spousal trust ⁽²⁾
Stock Units	(3)							(8)	(8)	Common Stock	296,478.26		296,478.26	I	By spousal trust

Explanation of Responses:

- Subsequent to the Reporting Person's most recent Form 4 reporting holdings of Common Stock, the Reporting Person's spouse transferred 220,469 shares of common stock to a Spousal Lifetime Access Trust (SLAT).
- The Reporting Person's spouse is trustee of the SLAT. The beneficiaries of the SLAT are the Reporting Person's spouse and children. The Reporting Person disclaims beneficial ownership of the securities held by the SLAT.
- Consists of stock units that are convertible into issuer's common stock on a 1-for-1 basis.
- This grant was awarded in connection with Mr. Roedel's service as chairman of the board of directors, pursuant to the issuer's non-employee director compensation policy. The number of stock units awarded is equal to \$113,000 divided by \$5.33, the closing price of the issuer's stock on the Nasdaq Capital Market on May 10, 2022, the date of grant.
- The stock units vest upon the earlier of the one year anniversary of the grant date or the issuer's annual meeting of stockholders and, subject to vesting, will become issuable in common stock of the issuer at the election of the Reporting Person upon the earliest to occur of the Reporting Person's termination of service, a change in control of the issuer, an unforeseeable emergency, or a fixed date selected by the Reporting Person. The stock units have no expiration date.
- Shares are fully vested and exercisable.
- The Reporting Person transferred these options to his spouse as a gift on June 15, 2018. On September 16, 2021, the Reporting Person's spouse transferred these stock options to the SLAT.
- 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.

Remarks:

/s/ Scott A. Graeff, Attorney-In-Fact 05/12/2022

** 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.