FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ton, D.C. 20549	OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Dalhouse Warner</u>					2. Issuer Name and Ticker or Trading Symbol LUNA INNOVATIONS INC [LUNA]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
							,,,,		<u>, o</u> [201		X	Director			10% Owi	ner	
(Last) (First) (Middle) C/O LUNA INNOVATIONS INCORPORATED 1 RIVERSIDE CIRCLE, SUITE 400					3. Date of Earliest Transaction (Month/Day/Year) 10/01/2013							Officer (give title Other (specify below)					
(Street) ROANOKE VA 24016 (City) (State) (Zip) 4. If Amendment, Date of Original Filed (Month/Day/Year)									l	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person							
		-	Table I - Non-I	Deriva	tive	Securities	s Ac	quired, D	sposed	of, or Be	neficially (Owned					
1. Title of Security (Instr. 3) 2. Trans: Date (Month/I					2A. Deemed Execution Date (Day/Year) if any (Month/Day/Year)		e, Transaction Dispose Code (Instr.		rities Acquired (A) or ed Of (D) (Instr. 3, 4 and		5. Amount of Securities Beneficially Owr Following Reported		Form:	Direct Indirect Btr. 4)	. Nature of ndirect seneficial ownership		
							Code V	Amount	(A) (D)	Or Price	Transaction(s) (Instr. 3 and 4)				nstr. 4)		
			Table II - De					uired, Dis , options,				vned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	cise (Month/Day/Year) f ive	3A. Deemed Execution Date, if any (Month/Day/Year)			5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Day/\(\text{Month/Day/\}\)	ate	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		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)				
Stock Units	(1)	10/01/2013		A		1,893.94 ⁽²⁾		(3)	(3)	Common Stock	1,893.94(2)	\$1.32 ⁽²⁾	64,55	7.56	D		

Explanation of Responses:

- $1. \ Stock \ Units \ are \ convertible \ into \ issuer's \ common \ stock \ on \ a \ 1-for-1 \ basis.$
- 2. This grant was made pursuant to the issuer's non-employee director compensation policy. Represents \$2,500 awarded to the Reporting Person as a retainer for his service as Chairman of the Compensation Committee of the Board of Directors for the period from October 1, 2013 to December 31, 2013. The number of stock units is equal to \$2,500 divided by \$1.32, the closing price of the issuer's common stock on the NASDAQ Capital Market on October 1, 2013, the first trading day of the quarter. The Reporting Person elected to receive the Chairman fees in stock units.
- 3. 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 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 units have no expiration date.

/s/ Talfourd H. Kemper, Jr., Attorney-in-Fact

10/03/2013

** 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.