

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 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>ROEDEL RICHARD</u> (Last) (First) (Middle) C/O LUNA INNOVATIONS INCORPORATED 301 1ST STREET SW, SUITE 200 (Street) ROANOKE VA 24011 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Interim Exec Chair/President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/24/2024</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	03/24/2024		A		154,639 ⁽¹⁾⁽²⁾	A	\$0	154,639	D	
Common Stock								237,573	I	By Profit Sharing Plan
Common Stock								524,633	I	By Spousal Trust ⁽³⁾

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					

Explanation of Responses:

- Consists of restricted stock units. Each restricted stock unit represents the contingent right to receive one share of common stock of the issuer. The Reporting Person was granted the restricted stock units in connection with the Reporting Person's appointment as Interim Executive Chairman and Interim President. One-fourth of the shares underlying the award will become eligible to vest on each three month anniversary of the grant date, subject to the Reporting Person's continued employment with the issuer as Interim Executive Chairman as of the applicable three month anniversary (the "Service-Eligible RSUs"). Any restricted stock units that become Service-Eligible RSUs will actually vest on March 24, 2025, subject to the Reporting Person's Continuous Service (as defined in the issuer's 2023 Equity Incentive Plan) to the issuer through such date.
- In the event of Mr. Roedel's death or disability, or in the event of a change in control of the issuer, occurring (a) during Mr. Roedel's service as Interim Executive Chairman, the vesting of any unvested restricted stock units, whether or not Service-Eligible RSUs, shall accelerate in full, or (b) after the termination Mr. Roedel's service as Interim Executive Chair but while Mr. Roedel remains in Continuous Service, the vesting of any Service-Eligible RSUs shall accelerate in full. The restricted stock units have no expiration date.
- The Reporting Person's spouse is trustee of the Spousal Lifetime Access Trust (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.

Remarks:

/s/ Richard W. Roedel 03/26/2024
 ** 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.