SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Dalhouse Warner (Last) (First) (Middle) C/O LUNA INNOVATIONS INCORPORATED 1 RIVERSIDE CIRCLE, SUITE 400 (Street) ROANOKE VA 24016 (City) (State) (Zip)	LUNA INNOVATIONS INC [LUNA] 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2013 4. If Amendment, Date of Original Filed (Month/Day/Year)	X Director 10% Owner Officer (give title below) Other (specify below) 6. 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-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			

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	Amount or Number of Shares				
Stock Units	(1)	07/01/2013		A		11,278.2(2)		(3)	(3)	Common Stock	11,278.2(2)	$1.33(2)	60,783.92	D	
Stock Units	(1)	07/01/2013		A		1,879.7(4)		(3)	(3)	Common Stock	1,879.7(4)	$1.33(4)	62,663.62	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. The Reporting Person was awarded an annual retainer on July 1 of $15,000 and elected to receive the retainer in restricted stock units of the issuer's common stock. The number of restricted stock units awarded was equal to $15,000 divided by $1.33, the closing price of the issuer's common stock on the NASDAQ Capital Market on July 1, 2013, the first trading day of the quarter.

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.

4. 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 July 1, 2013 to September 30, 2013. The number of stock units is equal to $2,500 divided by $1.33, the closing price of the issuer's common stock on the NASDAQ Capital Market on July 1, 2013, the first trading day of the quarter. The Reporting Person elected to receive the Chairman fees in stock units.

/s/ Talfourd H. Kemper, Jr., Attorney-In-Fact — 07/03/2013

** 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.