FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Vashington, D).C. :	20549

OIVID APPROVAL								
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0.5

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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 Sec	30(11) 01	i the i	nvestment Co	impany Act	01 1940							
1. Name and Address of Reporting Person* WILLIAMSON JOHN B III					2. Issuer Name and Ticker or Trading Symbol LUNA INNOVATIONS INC [LUNA]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
VVILLI	AWISON	JOHN D III								-	X	Director		10% O	vner		
(Last)	(F	First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year)							Officer (give title	Other (sbelow)	specify		
C/O LUNA INNOVATIONS INCORPORATED					0//01/.	2011											
1 RIVERSIDE CIRCLE, SUITE 400				-	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable						
(Street)				_							Line)	Farm 61	ed by One Rep	autina Davas			
ROANO	KE V	'A	24016								^		ed by One Rep ed by More tha	Ü			
(City)	(S	State)	(Zip)									. 0.00					
		Т	able I - Non-D	eriva	tive S	ecurities	Acc	quired, Dis	sposed o	f, or Ber	eficially	Owned					
1. Title of Security (Instr. 3) 2. Trans: Date (Month/I			te	action 2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8) 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 in the control of the		d (A) or r. 3, 4 and 5)	5. Amount Securities Beneficiall Owned Fo	Form ly (D) or	m: Direct	7. Nature of Indirect Beneficial Ownership					
							Code V	Amount	(A) or (D)	Price	Reported Transactio (Instr. 3 an			(Instr. 4)			
	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. Transa Code (8)				te of Securities		ies g Derivative	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)	07/01/2011		A		6,060.6 ⁽²⁾		(3)	(3)	Common Stock	6,060.6	\$1.65 ⁽²⁾	20,223.26	D			
Stock Units	(1)	07/01/2011		A		3,484.84 ⁽⁴⁾		(3)	(3)	Common Stock	3,484.84	\$1.65 ⁽⁴⁾	23,708.1	D			
Stock Units	(1)	07/01/2011		A		1,515.15 ⁽⁵⁾		(3)	(3)	Common Stock	1,515.15	\$1.65 ⁽⁵⁾	25,223.25	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 of \$10,000 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 \$10,000 divided by \$1.65, the closing price of the issuer's common stock on the NASDAQ Capital Market on the date of grant,
- 3. The stock units become issuable in common stock of the issuer at the election 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.
- 4. The stock units were issued pursuant to the issuer's non-employee director compensation policy. The Reporting Person earned \$5,750 in director fees for the quarter ended June 30, 2011. The number of stock units issued was equal to \$5,750 divided by \$1.65, the closing price of the issuer's common stock on July 1, 2011, the first trading day of the quarter following the quarter for which such fees were earned, which reporting person elected to receive in stock units.
- 5. The stock units were issued 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 Audit Committee of the Board of Directors for the period from July 1, 2011 to September 30, 2011. The Reporting Person has elected to receive such retainer in stock units. The number of stock units is equal to \$2,500 divided by \$1.65, the closing price of the issuer's common stock on July 1, 2011.

Talfourd H. Kemper, Jr., 07/06/2011 Attorney-In-Fact

** 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.