

ROEDEL RICHARD
Form 4
May 24, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROEDEL RICHARD

2. Issuer Name and Ticker or Trading Symbol
LUNA INNOVATIONS INC
[LUNA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O LUNA INNOVATIONS
INCORPORATED, 1 RIVERSIDE
CIRCLE, SUITE 400

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ROANOKE, VA 24016

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option(Right to Buy)	\$ 1.63 ⁽¹⁾	05/22/2012		A	40,000 ₍₂₎	⁽⁴⁾ 05/22/2022	Common Stock	40,000	
Common Stock Option (Right to Buy)	\$ 1.63 ⁽¹⁾	05/22/2012		A	17,096 ₍₃₎	⁽⁵⁾ 05/22/2022	Common Stock	17,096	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROEDEL RICHARD C/O LUNA INNOVATIONS INCORPORATED 1 RIVERSIDE CIRCLE, SUITE 400 ROANOKE, VA 24016	X			

Signatures

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

05/24/2012

Date

Explanation of Responses:

- * 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).
- (1) The exercise price is equal to the closing price of the issuer's common stock on the Nasdaq Capital Market on the effective date of grant, May 22, 2012.
As a continuing director, the reporting person was awarded an option to purchase 40,000 shares, representing one-third of the number of shares granted to directors who are elected for a three-year term. The reporting person's term on the issuer's board of directors is scheduled to expire at the 2013 annual meeting of stockholders.
 - (2) Issued Pro-rata amount of shares for period of 7/13/2012 to 5/21/2013, for serving additional period as Chairman of the Board.
 - (3) The options granted will vest in twelve equal monthly installments beginning on June 22,2012.
 - (5) The options granted will vest in nine equal monthly installments of 1,710 shares, beginning August 13, 2012, with a final installment of 1,706 shares vesting on May 13, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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