

LUNA INNOVATIONS INC
 Form 4
 October 03, 2008

FORM 4

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

OMB APPROVAL

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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).

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

(Last) (First) (Middle)

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

(Street)

ROANOKE, VA 24016

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
10/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
 (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
Stock Units	(1)	10/01/2008		A	1,701.73	(2)	(3)	Common Stock	1,701.73

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/ Kevin W. Holt,
Attorney-In-Fact

10/03/2008

__Signature of Reporting Person

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) Stock Units are convertible into registrant's common stock on a 1-for-1 basis.

Stock units are issued under the registrant's Non-Employee Director Deferred Compensation Plan in lieu of cash payment for director fees for the third quarter of 2008 in the amount of \$6,875. The Stock Units become issuable in common stock of the registrant at the election

(2) of the reporting person upon the reporting person's termination of service, a change of control of the registrant, an unforeseeable emergency, or a fixed date selected by the reporting person. The stock units granted were calculated using the closing price of the issuer's common stock as reported on the NASDAQ Global Market on October 1, 2008.

(3) Common Stock to be issued under the registrant's 2006 Equity Incentive Plan, which expires June 6, 2016.

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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