

COOL JONATHAN

Form 4

July 06, 2011

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COOL JONATHAN

(Last) (First) (Middle)

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

(Street)

ROANOKE, VA 24015

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/01/2011

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 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	07/01/2011		A		6,060 <sup>(1)</sup>	A	\$ 1.65 <sup>(1)</sup> 30,940
Common Stock	07/01/2011		A		1,515 <sup>(2)</sup>	A	\$ 1.65 <sup>(2)</sup> 32,455
Common Stock	07/01/2011		A		1,515.15 <sup>(3)</sup>	A	\$ 1.65 <sup>(3)</sup> 33,970

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

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

COOL JONATHAN  
C/O LUNA INNOVATIONS INCORPORATED  
1 RIVERSIDE CIRCLE, SUITE 400  
ROANOKE, VA 24015

X

## Signatures

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

07/06/2011

\_\_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) 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 of the issuer's common stock. The amount of restricted stock 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, July 1, 2011.

(2) The stock is issued pursuant to the issuer's non-employee director compensation policy. The Reporting Person earned \$2,500 in director fees for the quarter ended June 30, 2011. The number of shares of stock is equal to \$2,500 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.

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- (3) 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 Strategy 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.

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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