## Edgar Filing: LUNA INNOVATIONS INC - Form 4

Form 4	VATIONS INC	2										
May 14, 2009 FORM Check this if no long subject to Section 16 Form 4 or Form 5 obligation	MENT OF	Wa CHAN ection	NGES IN SECUI 16(a) of th	, D.C. 20 BENEF RITIES ne Securi	COMMISSION WNERSHIP OF nge Act of 1934, of 1935 or Sectio	Number: 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5						
may conti <i>See</i> Instru 1(b).	nue.			nvestmen	•	-	•		011			
(Print or Type R	esponses)											
1. Name and Ad Graeff Scott		Symbol	er Name <b>an</b> INNOVA			ing	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	INNOVATION ATED, 1 RIVE	S		of Earliest T Day/Year) 2009	ransaction			Director X Officer (giv below)		% Owner her (specify		
				endment, D onth/Day/Yea	-	ıl		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities A	Person	of or Beneficia	llv Owned		
		ansaction Date 2A. Deemed th/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securit	ies (A) o of (D 4 and (A) or	r )	5. Amount of Securities Beneficially Owned		7. Nature of Indirect		
Reminder: Repo	ort on a separate lin	e for each cla	uss of sec	urities bene	ficially ow	ned di	rectly o	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.

 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. Transac Code (Instr. 8	<ol> <li>Number of actiorDerivative Securities</li> <li>Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</li> </ol>		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 D S (1	
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	Stock Option (Right to Buy)	\$ 0.82	05/12/2009		А		50,000		(1)	05/11/2019	Common Stock	50,000	
Reporting Owners													
<b>Reporting Owner Name / Address</b>				<b>Relationships</b> Director 10% Owner Offic					er Other				

COO

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Graeff Scott A C/O LUNA INNOVATIONS INCORPORATED 1 RIVERSIDE CIRCLE, SUITE 400 ROANOKE, VA 24016

## **Signatures**

/s/ Talfourd H. Kemper, Jr. <u>\*\*</u>Signature of Reporting Date

Person

## **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).

Such options become exercisable as follows: 40% on the two year anniversary of the transaction date and the remaining 60% pro-rata on a monthly basis for 36 months thereafter, subject to the Reporting Person continuing to be a service provider on such vesting dates.

(1) A monthly basis for 56 months increater, subject to the Reporting reison continuing to be a service provider on such vesting dates. Vesting of options is subject to acceleration upon certain events as set forth in the Reporting Person's employment agreement with the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.