

Dalhouse Warner  
Form 4  
July 06, 2011

**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 \*  
Dalhouse Warner

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)  
07/01/2011

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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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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Units	(1)	07/01/2011		A	6,060.6 (2)		(3)	(3)	Common Stock	6,060.6
Stock Units	(1)	07/01/2011		A	2,727.27 (4)		(3)	(3)	Common Stock	2,727.27
Stock Units	(1)	07/01/2011		A	1,515.15 (5)		(3)	(3)	Common Stock	1,515.15

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dalhouse Warner C/O LUNA INNOVATIONS INCORPORATED 1 RIVERSIDE CIRCLE, SUITE 400 ROANOKE, VA 24016	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) 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, July 1, 2011.

(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 \$4,500 in director fees for the quarter ended June 30, 2011. The number of stock units issued was equal to \$4,500 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.

(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 Compensation 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.

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