

LUNA INNOVATIONS INC
 Form 4
 November 15, 2012

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 *
WILLIAMSON JOHN B III

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)
11/13/2012

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.

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)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Common Stock Option (Right to Buy) | \$ 1.69 ⁽¹⁾ | 11/13/2012 | | A | 54,356 ⁽²⁾ | ⁽³⁾ 11/13/2022 | Common Stock 54,356 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMSON JOHN B III C/O LUNA INNOVATIONS INCORPORATED 1 RIVERSIDE CIRCLE, SUITE 400 ROANOKE, VA 24016 | X | | | |

Signatures

| | |
|---|------------|
| /s/ Talfourd H. Kemper Jr. , Attorney -in-Fact | 11/15/2012 |
| **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) The exercise price is equal to the closing price of the issuer's common stock on the Nasdaq Capital Market on the date of grant, November 13, 2012.

(2) This grant was made pursuant to the issuer's non-employee director compensation policy. The reporting person was initially awarded an option to purchase 120,000 shares of common stock upon his initial election to the issuer's board of directors on January 12, 2010. That option continues to vest through January 12, 2013. The reporting person was subsequently re-elected to the board for a term that continues through the issuer's 2014 annual meeting of stockholders. The number of shares underlying the option grant reported on this Form 4 is equal to 120,000 shares, which would be the grant for a full three-year term, prorated for the number of days between January 12, 2013 and the expected date of the 2014 annual meeting of stockholders.

(3) The option will vest in equal monthly installments of 3,882 shares beginning on February 12, 2013, with a final installment of 8 shares vesting on the date of the 2014 annual meeting of stockholders, in each case subject to the reporting person's continued service as a director of the issuer on the applicable vesting date.

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.