WILKIN NEIL D JR

Form 4 July 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

WILKIN NEIL D JR

(Middle)

(Last)

5290 CONCOURSE DRIVE

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

LUNA INNOVATIONS INC [LUNA]

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

07/02/2012

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

below)

Issuer

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner Other (specify

Applicable Line)

X_ Director

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

5. Amount of

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ROANOKE, VA 24019

Security

(Instr. 3)

(City) (State) 1.Title of

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4)

(Instr. 4)

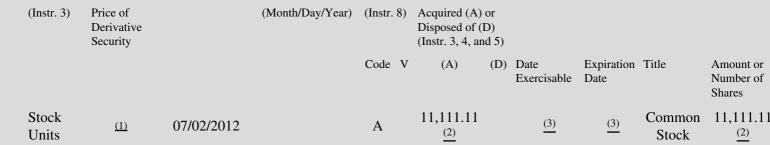
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of TransactionDerivative Derivative Conversion (Month/Day/Year) **Expiration Date Underlying Securities** Execution Date, if Code Securities (Month/Day/Year) (Instr. 3 and 4) Security or Exercise any

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILKIN NEIL D JR 5290 CONCOURSE DRIVE ROANOKE, VA 24019	X			

Signatures

/s/ Talfourd H. Kemper, Jr.,
Attorney-In-Fact
07/03/2012

**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) Stock Units are convertible into issuer's common stock on a 1-for-1 basis.
- This grant was made pursuant to the issuer's non-employee director compensation policy. The Reporting Person was awarded an annual retainer on July 1 of \$15,000 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 \$15,000 divided by \$1.35, the closing price of the issuer's common stock on the NASDAQ Capital Market on July 2, 2012, the first trading day of the quarter.
- The stock units become issuable in common stock of the issuer at the election of the Reporting Person upon the earliest to occur of the (3) 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. The units have no expiration 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.

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