

LUNA INNOVATIONS INC
 Form 3
 June 02, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Graeff Scott A
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 06/02/2006

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 CFO, Executive VP Corp. Dev.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

C/O LUNA INNOVATIONS INCORPORATED,Â 2851 COMMERCE STREET

(Street)

BLACKSBURG,Â VAÂ 24060

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date Expiration Date

Title Amount or Number of

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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (1)	05/20/2015	Common Stock	56,524	\$ 0.3538	D	Â
Employee Stock Option (Right to Buy)	Â (2)	06/03/2015	Common Stock	22,610	\$ 0.3538	D	Â
Employee Stock Option (Right to Buy)	Â (3)	07/01/2015	Common Stock	56,524	\$ 0.3538	D	Â
Employee Stock Option (Right to Buy)	Â (4)	08/01/2015	Common Stock	90,437	\$ 0.3538	D	Â
Employee Stock Option (Right to Buy)	Â (5)	02/08/2016	Common Stock	84,785	\$ 1.7692	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graeff Scott A C/O LUNA INNOVATIONS INCORPORATED 2851 COMMERCE STREET BLACKSBURG, VA 24060	Â	Â	Â CFO, Executive VP Corp. Dev.	Â

Signatures

/s/ Aaron S. Hullman, Esq.,
Attorney-in-Fact

06/02/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 100% of the option shares became exercisable on May 20, 2005.
- (2) 100% of the option shares became exercisable on June 3, 2005.
- (3) 1/4 of the option shares will become exercisable on July 1, 2006. The remaining option shares are exercisable at a rate of 1/36 per month thereafter.
- (4) 100% of the option shares became exercisable on August 1, 2005.
- (5) 1/4 of the option shares will become exercisable on February 8, 2007. The remaining option shares are exercisable at a rate of 1/36 per month thereafter.

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.