

LUNA INNOVATIONS INC  
 Form 3  
 June 05, 2009

**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Froggatt Mark                           |         | (Month/Day/Year)                     | LUNA INNOVATIONS INC [LUNA]  |  |
| (Last)                                    | (First) | (Middle)                             | 03/16/2009   |  |
| 1 RIVERSIDE CIRCLE, SUITE 400             |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| ROANOKE,Â VAÂ 24015                       |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Chief Technology Officer   |  |

**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) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|  | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                                       |  |  |   |

(Instr. 5)

|   |       |            |              |        |           |   |   |
|---|-------|------------|--------------|--------|-----------|---|---|
| Stock Option (Right to Buy / Non-Qualified) | Â (1) | 11/01/2013 | Common Stock | 28,262 | \$ 0.3538 | D | Â |
| Stock Option (Right to Buy)                 | Â (2) | 11/11/2015 | Common Stock | 56,524 | \$ 1.769  | D | Â |
| Stock Option (Right to Buy)                 | Â (3) | 02/08/2016 | Common Stock | 28,262 | \$ 1.769  | D | Â |
| Stock Option (Right to Buy)                 | Â (4) | 01/25/2017 | Common Stock | 1,500  | \$ 3.67   | D | Â |
| Stock Option (Right to Buy)                 | Â (5) | 02/27/2017 | Common Stock | 15,000 | \$ 3.69   | D | Â |
| Stock Option (Right to Buy / Non-Qualified) | Â (6) | 11/13/2017 | Common Stock | 23,816 | \$ 5.73   | D | Â |
| Employee Stock Option (Right to Buy)        | Â (6) | 11/13/2017 | Common Stock | 51,184 | \$ 5.73   | D | Â |
| Stock Option (Right to Buy / Non-Qualified) | Â (7) | 02/24/2019 | Common Stock | 83,372 | \$ 1.7    | D | Â |
| Stock Option (Right to Buy)                 | Â (7) | 02/24/2019 | Common Stock | 41,628 | \$ 1.7    | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| Froggatt Mark<br>1 RIVERSIDE CIRCLE, SUITE 400<br>ROANOKE, VA 24015 | Â             | Â         | Â Chief<br>Technology<br>Officer | Â     |

## Signatures

/s/ Talfourd H.  
Kemper, Jr. 06/05/2009

\*\*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) 25% of the option shares became exercisable one year from the vesting commencement date (11/01/2003). The remaining option shares became exercisable at the rate of 1/48 per month thereafter.
  - (2) 50% of the option shares became exercisable one year from the vesting commencement date (9/30/2005). The remaining option shares became exercisable at the rate of 1/36 per month thereafter.
  - (3) 25% of the option shares became exercisable one year from the vesting commencement date (2/6/2006). The remaining option shares became exercisable at the rate of 1/36 per month thereafter.
  - (4)

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40% of the option shares became exercisable two years from the vesting commencement date (11/16/2006). The remaining option shares became exercisable at the rate of 1/60 per month thereafter.

- (5) 40% of the option shares became exercisable two years from the vesting commencement date (2/27/2007). The remaining option shares become exercisable at the rate of 1/60th per month thereafter.
- (6) 40% of the option shares become exercisable two years from the vesting commencement date (11/13/2007). The remaining option shares become exercisable at the rate of 1/60th per month thereafter.
- (7) 40% of the option shares become exercisable two years from the vesting commencement date (2/24/2009). The remaining option shares become exercisable at the rate of 1/60th 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.

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