COOL JONATHAN Form 4/A April 15, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

obligations may continue. See Instruction

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 * **COOL JONATHAN**

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

LUNA INNOVATIONS INC

(Check all applicable)

Acting President and COO

[LUNA]

05/10/2010

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

X_ Officer (give title below)

Other (specify below)

10% Owner

C/O LUNA INNOVATIONS INCORPORATED, 1 RIVERSIDE CIRCLE, SUITE 400

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

_X__ Director

Applicable Line)

Filed(Month/Day/Year) 05/10/2010

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

ROANOKE, VA 24015

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

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

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

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

Reported Transaction(s)

(A)

(Instr. 3 and 4) Code V Amount (D) Price

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	Derivative Expiration Date		ate	Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
				C = V	(A) (D)	D.	Б	TC:41	
				Code V	(A) (D)	Date Exercisable	Expiration	little	Amount
						Exercisable	Date		or Namelani
									Number
									of Shares
Restricted									
Stock	<u>(1)</u>	05/10/2010(1)		A	25,531	(3)	(3)	Common	25,531
	<u>117</u>	03/10/2010 <u>< /</u>		А	(2)	<u>~</u>	<u>~</u>	Stock	23,331
Units (1)									

De Se (In

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
COOL JONATHAN C/O LUNA INNOVATIONS INCORPORATED 1 RIVERSIDE CIRCLE, SUITE 400 ROANOKE, VA 24015	X		Acting President and COO			

Signatures

/s/ Talfourd H. Kemper, Jr.,
Attorney-In-Fact
04/15/2011

**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) This grant of restricted stock units was approved by the issuer's board of directors on May 8, 2010. Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer.
- (2) The number of restricted stock units is equal to the quotient of \$60,000 divided by \$2.35 per share, which was the closing price of the issuer's common stock on the Nasdaq Capital Market on the date of grant.
 - The shares underlying these restricted stock units are eligible for vesting in six equal monthly installments beginning one month
- (3) following the grant date, subject to the reporting person's continuous service with the issuer in the capacity of Active President and Chief Operating Officer as of such vesting dates.

Remarks:

This amendment is being filed to report the grant of restricted stock units in Table II rather than in Table I as originally reported. 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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