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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, response... 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 *

Goehrke John T

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

06/02/2006

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol LUNA INNOVATIONS INC [LUNA]

> 4. Relationship of Reporting 5. If Amendment, Date Original

Person(s) to Issuer

Filed(Month/Day/Year)

C/O LUNA INNOVATIONS **INCORPORATED, Â 2851** COMMERCE STREET

(Street)

10% Owner Director _X__ Officer

(Check all applicable)

Other (give title below) (specify below) Chief Operating Officer

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

Person

Form filed by More than One Reporting Person

BLACKSBURG, Â VAÂ 24060

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5) Direct (D) or Indirect

(I) (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

4. 5. Conversion Ownership or Exercise Form of Derivative Price of

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

(Instr. 4) Title

Expiration Exercisable Date

Amount or Number of

Security: Derivative Security Direct (D)

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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	(1)	11/11/2015	Common Stock	169,570	\$ 1.7692	D	Â
Employee Stock Option (Right to Buy)	(2)	02/08/2016	Common Stock	84,785	\$ 1.7692	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
r	Director	10% Owner	Officer	Other	
Goehrke John T C/O LUNA INNOVATIONS INCORPORATED 2851 COMMERCE STREET BLACKSBURG Â VAÂ 24060	Â	Â	Chief Operating Officer	Â	

Signatures

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

**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) 1/2 of the option shares became exercisable on September 30, 2005. The remaining option shares are exercisable at a rate of 1/36 per month thereafter.
- (2) 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.

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