

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

MICROVISION, INC.

(Exact name of registrant as specified in its charter)

Washington  
(State of incorporation or organization)

91-1600822  
(IRS Employer Identification  
Number)

2203 Airport Way South, Suite 100, Seattle, Washington  
(Address of principal executive offices)

98134  
(Zip Code)

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A(c)(1), please check the following box. [ ]

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A(c)(2), please check the following box. [ ]

Securities to be registered pursuant to Section 12(b) of the Act:

-----  
None

Securities to be registered pursuant to Section 12(g) of the Act:

-----  
Common Stock, no par value per share  
(Title of Class)

Warrants  
(Title of Class)

Units, each Unit consisting of one share of Common Stock  
and one Warrant  
(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

The description of the Units, Common Stock, and Warrants ("Unit Warrants") of the Registrant set forth under the caption "Description of Securities" in Amendment No. 1 to the Registrant's Registration Statement on Form SB-2 (Reg. No. 33-5276-LA) (the "Registration Statement"), is hereby incorporated herein by reference.

ITEM 2. EXHIBITS

Except as otherwise indicated, the following exhibits are incorporated herein by reference to the exhibits with the same numbers in the Registration Statement:

Exhibit Number	Exhibit Title
-----	-----
3.1	Amended and Restated Articles of Incorporation
3.2	Amended and Restated Bylaws
4.1	Form of specimen certificate for Common Stock
4.2	Form of Unit Warrant for purchase of Common Stock
4.3	Unit Warrant Agreement
4.4	Form of Representatives' Warrant for purchase of Units
4.5	Form of 7% Convertible Subordinated Note due 1997
10.7	1993 Stock Option Plan

- 10.8 1994 Combined Incentive and Nonqualified Stock Option Plan
- 10.9 1995 Combined Incentive and Nonqualified Stock Option Plan
- 10.10 1996 Stock Option Plan
- 10.11 1996 Independent Director Stock Plan

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

MICROVISION, INC.  
(Registrant)

By /s/ RICHARD RUTKOWSKI  
-----  
Richard Rutkowski, Chief Executive  
Officer and President

Dated: August 19, 1996