[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the fiscal year ended December 31, 2007

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ________ to ________

Commission file number 0-21221

MICROVISION
Microvision, Inc.
(Exact name of Registrant as Specified in its Charter)

Delaware 91-1600822
(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification Number)

6222 185th Ave NE
Redmond, Washington 98052
(Address of Principal Executive Offices including Zip Code)

(425) 936-6847
(Registrant's Telephone Number, Including Area Code)

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

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Name of each exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, $.001 par value</td>
<td>NASDAQ Global Market</td>
</tr>
</tbody>
</table>

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or Section 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

- Large accelerated filer ☐
- Accelerated filer ☒
- Non-accelerated filer ☐
- Smaller reporting company ☐

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the common stock held by non-affiliates of the registrant as of June 30, 2007 was approximately $229.7 million (based on the closing price for the registrant's Common Stock on the NASDAQ Global Market of $5.00 per share).

The number of shares of the registrant's Common Stock outstanding as of February 29, 2008 was 56,730,000.

Documents Incorporated by Reference

Portions of the registrant's definitive Proxy Statement to be filed with the Commission pursuant to Regulation 14A in connection with the registrant's Annual Meeting of Shareholders to be held on June 25, 2008 are incorporated herein by reference into Part III of this report.
As required by Rule 3-09(b) of Regulation S-X, Microvision, Inc. (the "Company") is filing this Form 10-K/A to amend Item 15, Exhibits and Financial Statement Schedules, to include the audited financial statements of Lumera Corporation as of December 31, 2005 and for the year ended December 31, 2005. As of December 31, 2005, the Company had a 28% equity interest in Lumera Corporation. Item 15 is also being amended to include reference to the Lumera Corporation financial statements, financial statement schedule and the related report of the entity's independent registered public accounting firm. In accordance with Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, the text of the amended item (Item 15) is set forth in its entirety in the attached pages hereto.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of the report

1. Financial Statements

Microvision Financial Statements

Consolidated Balance Sheets as of December 31, 2007 and 2006
Consolidated Statements of Operations for the years ended December 31, 2007, 2006 and 2005
Consolidated Statements of Mandatorily Redeemable Convertible Preferred Stock and Shareholders' Equity (Deficit) for the years ended December 31, 2007, 2006 and 2005
Consolidated Statements of Comprehensive Loss for the years ended December 31, 2007, 2006 and 2005
Consolidated Statements of Cash Flows for the years ended December 31, 2007, 2006 and 2005
Notes to Consolidated Financial Statements
Valuation and Qualified Accounts and Reserves for the years ended December 31, 2007, 2006 and 2005

Lumera Financial Statements

Balance Sheet as of December 31, 2005
Statement of Operation for the year ended December 31, 2005
Statement of Changes in Shareholders' Equity for the year ended December 31, 2005
Statement of Comprehensive Loss for the year ended December 31, 2005
Statement of Cash Flows for the year ended December 31, 2005
Notes to Financial Statements
Valuation and Qualifying Accounts and Reserves for the year ended December 31, 2005

2. None

(b) Exhibits

The following exhibits are referenced or included in this report.

3.1 Certificate of Incorporation of Microvision, Inc., as amended (17)
3.2 Bylaws of Microvision, Inc. (2)
4.1 Form of Specimen Stock Certificate for Common Stock (2)
4.2 Warrant No. 76 to Purchase Common Stock of Microvision, Inc. issued September 10, 2004 to Satellite Strategic Finance Associates, LLC (6)
4.3 Form of Warrant issued under the Securities Purchase Agreement dated as of March 11, 2005 by and among Microvision, Inc. and the investors listed on the Schedule of Buyers thereto. (7)
4.4 Form of Warrant issued as of July 25, 2005 under the Master Amendment Agreement dated as of July 25, 2005 by and among Microvision, Inc. and the investors listed on the Schedule of Buyers thereto. (10)
4.5 Warrant No. 86 to Purchase Common Stock of Microvision, Inc. issued August 9, 2005 to Satellite Strategic Finance Partners, Ltd. (12)
4.6 Warrant No. 87 to Purchase Common Stock of Microvision, Inc. issued August 9, 2005 to Satellite Strategic Finance Associates, LLC (12)
4.7 Warrant No. 88 to Purchase Common Stock of Microvision, Inc. issued August 31, 2005 to Omicron Master Trust (13)
4.8 Form of Warrant issued under the Securities Purchase Agreement dated as of November 30, 2005 by and among Microvision, Inc. and the investors listed on the Schedule of Buyers thereto. (14)
4.9 Registration Rights Agreement dated as of May 3, 2006 by and between Microvision, Inc. and Satellite Strategic Finance Associates, LLC (15)
4.10 Form of Underwriter's Warrant Agreement dated June 5, 2006 by and between Microvision, Inc. and MDB Capital Group, LLC (16)
10.1 Assignment of License and Other Rights between The University of Washington and the Washington Technology Center and the H. Group, dated July 25, 1993 (1)
10.2 Project II Research Agreement between The University of Washington and the Washington Technology Center and Microvision, Inc., dated October 28, 1993 (1)+
10.3 Exclusive License Agreement between The University of Washington and Microvision, Inc., dated October 28, 1993 (1)+
10.4 Exclusive License Agreement between the University of Washington and Microvision, Inc. dated March 3, 1994 (5)
10.5 Microvision, Inc. 2006 Incentive Plan. (17)*
10.6 Independent Director Stock Option Plan, as amended (4)*
10.7 Executive Loan Plan and Related Form of Note (3)*
10.8 License and Development Agreement dated as of December 30, 2004 by and between Microvision, Inc. and Ethicon Endo-Surgery, Inc (8)+
Employment Agreement between Microvision, Inc. and Alexander Y. Tokman dated July 18, 2005

Lease Agreement between CarrAmerica Reality Operating Partnership, L.P. and Microvision, Inc., dated July 15, 2005

Consent of Independent Registered Public Accounting Firm, as previously filed.

Consent of Independent Registered Public Accounting Firm, filed herewith.

Principal Executive Officer certification pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Principal Financial Officer certification pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Principal Executive Officer certification pursuant to Rule 13a-14(b) or Rule 15d-14(b) and Section 1350, Chapter 63 of Title 18 United States Code (18 U.S.C. 1350), as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.

Principal Financial Officer certification pursuant to Rule 13a-14(b) or Rule 15d-14(b) and Section 1350, Chapter 63 of Title 18 United States Code (18 U.S.C. 1350), as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.

(1) Incorporated by reference to the Company's Form SB-2 Registration Statement, Registration No. 333-05276-LA.

(2) Incorporated by reference to the Company's Post-Effective Amendment to Form S-3 Registration Statement, Registration No. 333-102244.


(4) Incorporated by reference to the Company's Form 10-Q for the quarterly period ended June 30, 2002.

(5) Incorporated by reference to the Company's Current Report on Form 8-K filed on March 5, 2003.


(7) Incorporated by reference to the Company's Current Report on Form 8-K filed on March 14, 2005.


(9) Incorporated by reference to the Company's Current Report on Form 8-K filed on July 7, 2005.

(10) Incorporated by reference to the Company's Current Report on Form 8-K filed on July 29, 2005.

(11) Incorporated by reference to the Company's Form 10-Q for the quarterly period ended June 30, 2005.


(13) Incorporated by reference to the Company's Current Report on Form 8-K filed on September 2, 2005.

(14) Incorporated by reference to the Company's Current Report on Form 8-K filed on December 1, 2005.


+ Subject to confidential treatment.

* Management contracts and compensatory plans and arrangements required to be filed as exhibits pursuant to Item 15(b) of this Report.
LUMERA CORPORATION
INDEX TO FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm

Financial Statements
Balance Sheet
Statement of Operations
Statement of Changes in Shareholder's Equity
Statement of Comprehensive Loss
Statement of Cash Flows
Notes to Financial Statements

Supplemental Schedule
Schedule II - Valuation and Qualifying Accounts and Reserves
To Board of Directors and Shareholders of
Lumera Corporation:

In our opinion, the financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Lumera Corporation at December 31, 2005 and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related financial statements. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audit. We conducted our audit of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

Prior to July 28, 2004, the Company was a subsidiary of Microvision, Inc. As discussed in Note 3, the Company had extensive transactions and relationships with that entity for the year ended December 31, 2005.

/s/ PRICEWATERHOUSECOOPERS LLP

Seattle, Washington
March 16, 2006
# LUMERA CORPORATION

## BALANCE SHEET

**December 31, 2005**

### Assets

**Current Assets**
- Cash and cash equivalents: $4,885,000
- Investment securities, available-for-sale, current: 16,871,000
- Costs and estimated earnings in excess of billings on uncompleted contracts: 77,000
- Other current assets: 551,000

Total current assets: 22,384,000

- Property and equipment, net: 1,276,000
- Other assets: 46,000

Total assets: 23,706,000

### Liabilities and Shareholders' Equity (Deficit)

**Current Liabilities**
- Accounts payable: 493,000
- Accrued liabilities: 1,059,000

Total current liabilities: 1,552,000

**Total Liabilities**

- Total liabilities: 1,552,000

**Shareholders' Equity (Deficit)**
- Common stock, $0.001 par value, 120,000,000 shares authorized; 16,748,116 shares issued and outstanding at December 31, 2005: 17,000
- Additional Paid-in Capital: 71,070,000
- Deferred stock-based compensation: (215,000)
- Accumulated other comprehensive gain (loss): (18,000)
- Accumulated deficit: (48,700,000)

Total shareholders' equity (deficit): 22,154,000

**Total Liabilities and Shareholders' Equity (Deficit)**

- Total liabilities and shareholders' equity (deficit): $23,706,000

*The accompanying notes are an integral part of these financial statements.*
# LUMERA CORPORATION
## STATEMENT OF OPERATIONS

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Year ended</td>
<td></td>
</tr>
<tr>
<td></td>
<td>December 31, 2005</td>
</tr>
<tr>
<td><strong>Revenue</strong></td>
<td>$1,509,000</td>
</tr>
<tr>
<td><strong>Cost of revenue</strong></td>
<td>922,000</td>
</tr>
<tr>
<td><strong>GROSS PROFIT</strong></td>
<td>587,000</td>
</tr>
<tr>
<td><strong>Research and development expense</strong></td>
<td>6,540,000</td>
</tr>
<tr>
<td><strong>Marketing, general and administrative expense</strong></td>
<td>5,155,000</td>
</tr>
<tr>
<td><strong>Total operating expenses</strong></td>
<td>11,695,000</td>
</tr>
<tr>
<td><strong>Loss from operations</strong></td>
<td>(11,108,000)</td>
</tr>
<tr>
<td><strong>Interest income</strong></td>
<td>655,000</td>
</tr>
<tr>
<td><strong>NET LOSS AVAILABLE TO COMMON SHAREHOLDERS</strong></td>
<td>$ (10,453,000)</td>
</tr>
<tr>
<td><strong>NET LOSS PER SHARE-BASIC AND DILUTED</strong></td>
<td>$(0.63)</td>
</tr>
<tr>
<td><strong>WEIGHTED-AVERAGE SHARES OUTSTANDING - BASIC AND DILUTED</strong></td>
<td>16,607,653</td>
</tr>
</tbody>
</table>

*The accompanying notes are an integral part of these financial statements.*
LUMERA CORPORATION

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

<table>
<thead>
<tr>
<th>Activity</th>
<th>Common Stock</th>
<th>Paid-in Capital</th>
<th>Deferred Stock Compensation</th>
<th>Other Comprehensive Income</th>
<th>Accumulated Deficit</th>
<th>Total Shareholders' Equity</th>
</tr>
</thead>
<tbody>
<tr>
<td>Shares</td>
<td>$</td>
<td>$</td>
<td>$</td>
<td>$</td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td>Balance at December 31, 2004</td>
<td>16,546,430</td>
<td>16,000</td>
<td>70,435,000</td>
<td>(666,000)</td>
<td>(145,000)</td>
<td>(38,247,000)</td>
</tr>
<tr>
<td>Issuance of options for services</td>
<td></td>
<td></td>
<td></td>
<td>236,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Reversal of deferred compensation expense for cancelled options</td>
<td></td>
<td></td>
<td></td>
<td>(37,000)</td>
<td>37,000</td>
<td></td>
</tr>
<tr>
<td>Exercises of options</td>
<td>201,686</td>
<td>1,000</td>
<td>436,000</td>
<td></td>
<td>414,000</td>
<td></td>
</tr>
<tr>
<td>Amortization of deferred compensation</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other comprehensive income</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net Loss</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>(10,453,000)</td>
</tr>
<tr>
<td>Balance at December 31, 2005</td>
<td>16,748,116</td>
<td>17,000</td>
<td>71,070,000</td>
<td>$ (215,000)</td>
<td>$ (18,000)</td>
<td>$ (48,700,000)</td>
</tr>
</tbody>
</table>

The accompanying notes are an integral part of these financial statements.
LUMERA CORPORATION

STATEMENT OF COMPREHENSIVE LOSS

Year ended December 31, 2005

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net loss</td>
<td>$ (10,453,000)</td>
</tr>
<tr>
<td>Other comprehensive income (loss) -</td>
<td></td>
</tr>
<tr>
<td>Unrealized gain (loss) on investment securities, available-for-sale:</td>
<td></td>
</tr>
<tr>
<td>Unrealized holding gains (losses) arising during period</td>
<td>127,000</td>
</tr>
<tr>
<td>Less: reclassification adjustment for gains realized in net loss</td>
<td>-</td>
</tr>
<tr>
<td>Net unrealized gain (loss)</td>
<td>127,000</td>
</tr>
<tr>
<td>Comprehensive loss</td>
<td>$ (10,326,000)</td>
</tr>
</tbody>
</table>

The accompanying notes are an integral part of these financial statements.
LUMERA CORPORATION
STATEMENT OF CASH FLOWS

Year ended
December 31, 2005

Cash flows from operating activities

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net loss</td>
<td>$(10,453,000)</td>
</tr>
<tr>
<td>Adjustments to reconcile net loss to net cash used in operations</td>
<td></td>
</tr>
<tr>
<td>Depreciation</td>
<td>1,297,000</td>
</tr>
<tr>
<td>Noncash expenses related to issuance of stock, options and amortization of deferred compensation</td>
<td>469,000</td>
</tr>
<tr>
<td>Amortization on investments</td>
<td>254,000</td>
</tr>
<tr>
<td>Change in</td>
<td></td>
</tr>
<tr>
<td>Accounts receivable</td>
<td>32,000</td>
</tr>
<tr>
<td>Costs and estimated earnings in excess of billings on uncompleted contracts</td>
<td>(74,000)</td>
</tr>
<tr>
<td>Other current assets</td>
<td>72,000</td>
</tr>
<tr>
<td>Other assets</td>
<td>(46,000)</td>
</tr>
<tr>
<td>Accounts payable</td>
<td>77,000</td>
</tr>
<tr>
<td>Accrued liabilities</td>
<td>264,000</td>
</tr>
<tr>
<td>Research liability</td>
<td>(101,000)</td>
</tr>
<tr>
<td>Net cash used in operating activities</td>
<td>(8,209,000)</td>
</tr>
</tbody>
</table>

Cash flows from investing activities

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Purchases of investment securities</td>
<td>(16,122,000)</td>
</tr>
<tr>
<td>Maturities of investment securities</td>
<td>25,800,000</td>
</tr>
<tr>
<td>Purchases of property and equipment</td>
<td>(526,000)</td>
</tr>
<tr>
<td>Net cash provided by (used in) investing activities</td>
<td>9,152,000</td>
</tr>
</tbody>
</table>

Cash flows from financing activities:  

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net proceeds from the exercise of stock options</td>
<td>437,000</td>
</tr>
<tr>
<td>Net cash provided by financing activities</td>
<td>437,000</td>
</tr>
<tr>
<td>Net (decrease) increase in cash and cash equivalents</td>
<td>1,380,000</td>
</tr>
<tr>
<td>Cash and cash equivalents at beginning of period</td>
<td>3,505,000</td>
</tr>
<tr>
<td>Cash and cash equivalents at end of period</td>
<td>$4,885,000</td>
</tr>
<tr>
<td>Unrealized gain (loss) in investment securities, available-for-sale</td>
<td>$127,000</td>
</tr>
<tr>
<td>Accrued liability for non-cash stock compensation</td>
<td>$84,000</td>
</tr>
</tbody>
</table>

The accompanying notes are an integral part of these financial statements.
A summary of property and equipment at December 31 follows:

<table>
<thead>
<tr>
<th></th>
<th>Award</th>
<th>Revenue</th>
<th>Award</th>
<th>Revenue</th>
<th>Award</th>
<th>Revenue</th>
<th>Award</th>
<th>Revenue</th>
<th>Award</th>
<th>Revenue</th>
</tr>
</thead>
<tbody>
<tr>
<td>2001</td>
<td>$1,623,000</td>
<td>$821,000</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2002</td>
<td>$1,031,000</td>
<td>885,000</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2003</td>
<td>$950,000</td>
<td>$1,118,000</td>
<td>$497,000</td>
<td>$95,000</td>
<td>400,000</td>
<td>488,000</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2004</td>
<td>$1,114,000</td>
<td>780,000</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2005</td>
<td>$1,000,000</td>
<td>1,161,000</td>
<td></td>
<td></td>
<td>$210,000</td>
<td></td>
<td>$411,000</td>
<td>$41,000</td>
<td></td>
<td>$21,000</td>
</tr>
<tr>
<td>Total</td>
<td>$5,718,000</td>
<td>$4,765,000</td>
<td>$497,000</td>
<td>$497,000</td>
<td>$549,000</td>
<td>$549,000</td>
<td>$411,000</td>
<td>$41,000</td>
<td></td>
<td>$45,000</td>
</tr>
</tbody>
</table>

All of our current and prior contracts with the government have been or are cost plus fixed fee type contracts. Under the terms of a cost plus fixed fee contract, the United States government pays us for actual direct and indirect costs incurred in performing the contracted services. We are under no obligation to spend more than the contract value to complete the contracted services. In addition, completion of the contracted services is generally on a best efforts basis. If the services are not completed, the government has the option to negotiate a follow-on contract to complete the services or to not pursue the services further with us. Contract deliveries consist of monthly financial reports, periodic technical reports and any devices if they have been successfully fabricated. There are no contractual provisions for repayments of any amounts disbursed to date under these contracts. The United States government accounted for 95% of revenues in 2005. Certain contracts awarded in one period may be partly performed in the next period.

Cost and estimated earnings in excess of billings on uncompleted contracts comprises amounts of revenue recognized on contracts that we have not yet billed to a customer because the amounts were not contractually billable at the balance sheet date. We were contractually able to bill 89% of the balance at December 31, 2005, within 30 days of the year end.

**Property and Equipment** - Property and equipment is stated at cost. Depreciation is computed over the estimated useful lives of the assets (two to five years) using the straight-line method. Leasehold improvements are depreciated over the shorter of estimated useful lives or the initial lease term.

A summary of property and equipment at December 31 follows:

<table>
<thead>
<tr>
<th></th>
<th>Award</th>
<th>Revenue</th>
</tr>
</thead>
<tbody>
<tr>
<td>2005</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Computer equipment</td>
<td>$644,000</td>
<td></td>
</tr>
<tr>
<td>Furniture and office equipment</td>
<td>20,000</td>
<td></td>
</tr>
<tr>
<td>Lab equipment</td>
<td>3,513,000</td>
<td></td>
</tr>
<tr>
<td>Leasehold improvements</td>
<td>2,831,000</td>
<td></td>
</tr>
<tr>
<td>Less: accumulated depreciation</td>
<td></td>
<td>$7,008,000</td>
</tr>
<tr>
<td></td>
<td>(5,732,000)</td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td>$1,276,000</td>
</tr>
</tbody>
</table>
Depreciation expense was $1,297,000 for 2005.

**Valuation of Long-Lived Assets** - We review the carrying value of long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Measurement of the impairment loss is based on the fair value of the asset, or group of assets. Generally, fair value will be determined using valuation techniques such as present value of expected future cash flows.

**Research and Development** - Research and development costs are expensed as incurred. As described in Note 10, we issued shares of common stock in connection with a research agreement. The value of these shares is amortized over the period of the research agreement.

**Fair Value of Financial Instruments** - Our financial instruments include cash and cash equivalents, investment securities, accounts receivable, accounts payable, and accrued liabilities. The carrying amounts of financial instruments approximate fair value due to their short maturities.

**Income Taxes** - Hawe have filed a separate tax return since inception. We follow the liability method of accounting for income taxes. This liability method requires recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

**Stock Based Compensation** - We have a stock-based employee compensation plan, which is described further in Note 7. We account for stock-based employee compensation arrangements on the intrinsic value method in accordance with the provisions of Accounting Principles Board Opinion ("APB") No. 25, Accounting for Stock Issued to Employees and related amendments and interpretations. We comply with the disclosure provisions of Statement of Financial Accounting Standards (SFAS) No. 123, Accounting for Stock-Based Compensation, which requires fair value recognition for employee stock-based compensation. We account for equity instruments issued to non-employees in accordance with the provisions of SFAS No. 123 and Emerging Issues Task Force ("EITF") Issue No. 96-18.

Total non-cash stock option expense related to employee and director awards was $384,000 for the year ended December 31, 2005. Had compensation cost for employee options been determined using the fair values at the grant dates, consistent with the methodology prescribed under SFAS No. 123, our net loss available to common shareholders and associated net loss per share would have increased to the pro forma amounts indicated below:

<table>
<thead>
<tr>
<th>For the year ended December 31, 2005</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net loss available to common shareholders, as reported</td>
</tr>
<tr>
<td>Deduct: Stock-based employee compensation expense included in net loss available to common shareholders, as reported</td>
</tr>
<tr>
<td>Add: Total stock-based employee compensation expense determined under fair value-based method for all awards</td>
</tr>
<tr>
<td>Net loss available to common shareholders, pro forma</td>
</tr>
<tr>
<td>Net loss per share, as reported (basic and diluted)</td>
</tr>
<tr>
<td>Net loss per share, pro forma (basic and diluted)</td>
</tr>
</tbody>
</table>

See Note 7 for the assumptions used in calculating the fair values of employee options.

**Net Loss per Share** - Basic net loss per share is calculated on the basis of the weighted-average number of common shares outstanding during the periods. Net loss per share assuming dilution is calculated on the basis of the weighted-average number of common shares outstanding and the dilutive effect of all potentially dilutive securities, including common stock equivalents and convertible securities.

Basic and diluted net loss per share is the same because all potentially dilutive securities outstanding are anti-dilutive. Potentially dilutive securities not included in the calculation of diluted earnings per share include options and warrants to purchase common stock for all periods presented. Total common stock options and common stock warrants not included in the calculation of diluted earnings per share were 3,160,502 for 2005.

**Recent Accounting Pronouncements** - Beginning in January 2006 we will be recording expenses associated with share-based awards under the provisions of SFAS(123) R using the modified prospective method. Under this method, we will record not only the fair value associated with new share-based awards as compensation expense, but also the remaining fair value associated with previous awards which were unvested at the end of 2005. As of December 31, 2005 the fair value associated with unvested stock option grants given to employees in periods before 2006 was approximately $1,696,000 which will be expensed through 2009. We expect that the adoption of FAS123(R) on January 1, 2006 will impact 2006 earnings in the range of $2.5 million to $3.5 million.

2. **INVESTMENT SECURITIES-AVAILABLE-FOR-SALE**

Investment securities, which had maturities of less than one year, totaled $16,871,000 at December 31, 2005. We estimate the fair value of our investment securities using readily available market information. All investment securities have been classified as available-for-sale and are carried at estimated fair value with unrealized gains and losses included as a component of accumulated other comprehensive income in stockholders' equity. We had an unrealized gain on investment securities of $127,000 for the year ending December 31, 2005. We have concluded that these unrealized investment gains and losses are temporary due to our ability to hold these investments to maturity.

We had no net realized gains (losses) on investment securities for the year ending December 31, 2005 and 2004.

3. **RELATED PARTY TRANSACTIONS**

Since inception until July 2004 we were a majority owned subsidiary of Microvision, Inc. The following table describes Microvision's ownership of Lumera at December 31:

<table>
<thead>
<tr>
<th>Common Stock</th>
<th>2005</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>27.60%</td>
</tr>
</tbody>
</table>

In July 2004, all outstanding shares of the our Series A convertible preferred stock, Series B convertible preferred stock and Class B common stock were automatically converted to common stock upon completion of our IPO in July 2004. Prior to the IPO, Microvision owned approximately 52% of our outstanding common stock on an as if converted basis. In January 2006, Microvision sold 2.55 million of its shares, or approximately 16% of our outstanding shares; most of Microvision's remaining Lumera shares, which total approximately 12% of our outstanding shares as of March 1, 2006, are pledged as collateral under agreements which remain in effect until March 2007; Richard F. Rutkowski, until January 2006 the Chief Executive Officer of Microvision, was a current member of Microvision's board of directors and also a director of Lumera.

In 2004, we entered into a sublease agreement with Microvision for its corporate facilities at a base rate of approximately $25,000 per month, plus common area charges, which is effective through April 6, 2006.

The following are a summary of charges we paid to Microvision for the year ended December 31:
Rent $ 323,000
Allocated Services 89,000
Total $ 412,000

4. ACCRUED LIABILITIES

Accrued liabilities consist of the following at December 31:

<table>
<thead>
<tr>
<th>Description</th>
<th>2005</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee and benefit-related liabilities</td>
<td>$ 372,000</td>
</tr>
<tr>
<td>Compensated absences</td>
<td>94,000</td>
</tr>
<tr>
<td>Professional fees</td>
<td>384,000</td>
</tr>
<tr>
<td>License and royalty fees</td>
<td>175,000</td>
</tr>
<tr>
<td>Other</td>
<td>34,000</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>$ 1,059,000</td>
</tr>
</tbody>
</table>

5. INCOME TAXES

No provision for income taxes has been recorded for any periods presented since we have incurred net losses from the date of our inception.

At December 31, 2005, we had $44.1 million of federal net operating loss carry forwards, which may be used to offset future taxable income. These carry forwards expire beginning in 2018 through 2024. The Internal Revenue Code places certain limitations on the annual amount of net operating loss carry forwards that can be utilized if certain changes in our ownership occur.

At December 31, 2005 we had $1,055,000 of research and experimentation credits carry forwards which begin to expire in 2019 through 2024.

Deferred taxes consist of the following at December 31:

<table>
<thead>
<tr>
<th>Description</th>
<th>2005</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net operating loss carry forwards</td>
<td>$ 14,997,000</td>
</tr>
<tr>
<td>R&amp;D credit carry forwards</td>
<td>$ 1,055,000</td>
</tr>
<tr>
<td>Other</td>
<td>$ 1,412,000</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>$ 17,464,000</td>
</tr>
<tr>
<td>Less: valuation allowance</td>
<td>(17,464,000)</td>
</tr>
<tr>
<td><strong>Net deferred tax asset</strong></td>
<td>$ -</td>
</tr>
</tbody>
</table>

We recorded a valuation allowance for the full amount of its deferred tax assets at December 31, 2005, as we believe it is more likely than not that the deferred tax assets will not be realized.

The valuation allowance and the research and experimentation credits account for substantially all of the difference between our effective income tax rate and the Federal statutory rate of 34%.

6. SHAREHOLDERS’ EQUITY (DEFICIT)

At December 31, 2005, our authorized capital consisted of 120 million shares of Common Stock, of which 1,299,956 shares are reserved for options granted under our 2000 Stock Option Plan and 2,500,000 shares are reserved for outstanding and future option grants under our 2004 Equity Incentive Plan. We also have 30,000,000 shares of authorized undesignated preferred stock, none of which have been issued.

In July 2004 we completed our initial public offering (the "IPO"), issuing 6 million shares of common stock at $6.95 per share. Upon completion of the IPO all outstanding shares of our Common A and B and Preferred A and B shares were automatically converted to common shares. At December 31, 2005 there were 16,748,116 shares of common stock outstanding.

**Convertible Preferred Stock** - In March 2004, we raised $500,000 from the sale of 250,000 shares of Series B convertible preferred stock to private investors issued in March 2004. The $2 per share conversion price of the Series B convertible preferred stock issued was less than the fair value of the Class A common stock on the issuance date. As a result, we recorded a $500,000 beneficial conversion feature upon issuance of the preferred stock. This amount was immediately recorded as a deemed dividend to preferred shareholders because the Series B convertible preferred stock had no stated term and was immediately convertible into Class A common stock.

Upon our initial public offering in July 2004 all shares of convertible preferred stock were automatically converted to Common Stock on a one-for-one basis.

In January 2001, we issued 802,414 shares of Class A common stock valued at $3,009,000 in connection with the research agreement described in Note 10.

Upon our initial public offering in July 2004 all shares of common A and B were automatically converted to Common Stock on a one-for-one basis.

**Dividends** - No dividends on convertible preferred stock or common stock have been declared from inception through December 31, 2005.
7. STOCK OPTIONS

Stock Option Plans - In 2000, we adopted the 2000 Stock Option Plan (the "2000 Plan"). The 2000 Plan provided for the granting of stock options to our employees, consultants and non-employee directors. We reserved 3,000,000 shares of Class A Common Stock for issuance pursuant to the 2000 Plan. Following the adoption of the 2004 Equity Incentive Plan in July 2004, no more options will be issued under the 2000 Stock Option Plan. Grants, net of shares exercised and forfeited, under our 2000 Stock Option Plan totaled 1,299,956 shares at December 31, 2005.

In July 2004, we adopted the 2004 Equity Incentive Plan (the "2004 Plan"). Awards under the Plan, can be a combination of stock options, stock appreciation rights, restricted stock, unrestricted stock, stock units (including restricted stock units), performance awards, cash awards and other awards not described that are convertible into or otherwise based on the our stock. To date, only stock option awards have been granted under the Plan.

The 2004 Plan established an initial option pool of 2,000,000 shares plus an annual increase beginning in 2005, equal to the least of (i) 2,000,000 shares, (ii) 13.4% of the number of shares of Stock outstanding as of our immediately preceding fiscal year, or (iii) such lesser amount, if any, as the Board may determine. Our Board of Directors elected to limit the increase in the option share pool by 500,000 shares in both 2005 and 2006, bringing the shares in the pool to a total of 3,000,000.

Options under both the 2000 plan and the 2004 Plan may be granted for periods up to 10 years. Options granted under either plan may be either Incentive Stock Options ("ISO"s") or non-qualified stock options. The exercise price of an ISO cannot be less than 100% of the estimated fair value of the common stock at the date of grant. To date, options granted to employees generally vest over four years.

The following table presents activity under the Plan:

<table>
<thead>
<tr>
<th>Activity</th>
<th>Shares</th>
<th>Weighted-Average Exercise Price</th>
<th>Weighted-Average Grant Date Fair Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Outstanding at December 31, 2004</td>
<td>1,778,630</td>
<td>$ 4.88</td>
<td></td>
</tr>
<tr>
<td>Granted</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Exercise price greater than fair value</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Exercise price at fair value</td>
<td>733,950</td>
<td>$ 5.05</td>
<td>$ 3.56</td>
</tr>
<tr>
<td>Exercise price less than fair value</td>
<td>(35,938)</td>
<td>$ 5.95</td>
<td></td>
</tr>
<tr>
<td>Forfeited</td>
<td>(201,686)</td>
<td>$ 2.16</td>
<td></td>
</tr>
<tr>
<td>Exercised</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Outstanding at December 31, 2005</td>
<td>2,274,956</td>
<td>$ 5.16</td>
<td></td>
</tr>
<tr>
<td>Options Exerciseable at:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>December 31, 2005</td>
<td>1,345,071</td>
<td>$ 5.56</td>
<td></td>
</tr>
</tbody>
</table>

The following table presents outstanding and exercisable stock options at December 31, 2005:

<table>
<thead>
<tr>
<th>Exercise Price</th>
<th>Shares</th>
<th>Weighted Average Remaining Contractual Life (Years)</th>
<th>Weighted Average Exercise Price</th>
<th>Weighted Average Exercise Price</th>
<th>Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>$0.50 - $2.50</td>
<td>680,551</td>
<td>7.50</td>
<td>$ 1.91</td>
<td>512,973</td>
<td>$ 1.88</td>
</tr>
<tr>
<td>$3.65 - $5.49</td>
<td>872,700</td>
<td>8.55</td>
<td>$ 4.82</td>
<td>195,662</td>
<td>$ 4.60</td>
</tr>
<tr>
<td>$5.50 - $10.00</td>
<td>721,705</td>
<td>6.19</td>
<td>$ 8.62</td>
<td>636,436</td>
<td>$ 8.82</td>
</tr>
<tr>
<td></td>
<td>2,274,956</td>
<td>7.49</td>
<td>$ 5.15</td>
<td>1,345,071</td>
<td>$ 5.56</td>
</tr>
</tbody>
</table>

Non-Employee Options - Included in the option disclosures above are options granted to certain non-employees under our plan, as follows:

In August 2003, we issued options to purchase an aggregate of 164,000 shares of our Class A common stock to two consultants in connection with entering into certain consulting agreements. In April 2004, 61,500 of these shares were forfeited upon termination of one of the consulting agreements. The options have an exercise price of $3.65 per share and a 10-year life. In aggregate, 41,000 of the options were vested on the grant date. The remaining 61,500 shares vest one-third on each subsequent annual anniversary of the grant date and are subject to re-measurement at each balance sheet date during the vesting period. The aggregate value of the outstanding options was estimated at $415,000 at December 31, 2004 and at $299,000 at December 31, 2005. The fair value of these options, net of forfeited options was recognized as compensation expense over the two-year period of service, which ended in August 2005. Total non-cash compensation expense related to these options was $4,000 for the year ended December 31, 2005. The fair values of the options were estimated at the grant date and subsequent dates, using the Black-Scholes option pricing model with the following weighted-average assumptions: dividend yield of 0%; expected volatility of 100%; risk-free interest rates of 4.3%, 4.62%, and 4.4%; and expected lives of 10 years, for each of the measurement dates, respectively.

Options issued at below market price - In March 2004 we granted options under the 2000 Plan to its CEO and each of our Directors to purchase an aggregate of 410,000 shares of common stock at a price below the then current market value. Our Directors were each awarded options to purchase 65,500 shares, of which 30,000 shares vested on the date of grant with 5,000 shares vesting quarterly thereafter until fully vested, have an exercise price of $2 per share and a 10-year life. Our CEO was awarded an option to purchase 150,000 shares, of which 50,000 vested September 1, 2004 and 50,000 annually thereafter until fully vested, with an exercise price of $2 per share and a 10-year life. The aggregate value of these options was estimated to be $1,230,000 and is being recognized as compensation expense over the vesting period. We recognized compensation expense associated with these option grants during the year ended December 31, 2005, net of forfeited options.

A summary of stock compensation expense for each period is as follows:
The following table summarizes payments made and expense recorded during the year ending December 31:

<table>
<thead>
<tr>
<th>Component of:</th>
<th>December 31, 2005</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employees</td>
<td>$343,000</td>
</tr>
<tr>
<td>Directors</td>
<td>41,000</td>
</tr>
<tr>
<td>Third Party</td>
<td>85,000</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$469,000</strong></td>
</tr>
</tbody>
</table>

For the twelve months ended December 31, 2005

Fair Value Disclosure - The fair values of the options granted to employees were estimated on the date of each grant using the Black-Scholes option-pricing model with the following weighted-average assumptions used for grants in 2005, 2004 and 2003, respectively:

<table>
<thead>
<tr>
<th>December 31, 2005</th>
<th>Risk Free Interest Rate</th>
<th>Expected Life (in years)</th>
<th>Dividend Yield</th>
<th>Volatility</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>4.05%</td>
<td>5.6</td>
<td>0.0%</td>
<td>83.0%</td>
</tr>
</tbody>
</table>

8. WARRANTS

In July 2004 we issued warrants to its Underwriters in connection with our initial public offering to purchase a total of 600,000 shares of our common stock at a purchase price of $8.34, or 120% of the price of the shares upon completion of our IPO. The warrants are exercisable through July 28, 2009. These warrants were treated as a cost of raising capital.

Micronvision holds a warrant to purchase a total of 170,546 shares of Common Stock at an exercise price of $8.80 per share. The warrant, which was originally issued in 2001 for 150,000 Series A Preferred shares in lieu of interest payments due on a convertible note, and was exercisable at $10.00 per share, carried anti-dilution rights which, upon completion of our IPO, triggered an automatic adjustment to the number of shares and exercise price. The warrant, all of which was outstanding at December 31, 2005, expires in March 2011 and was valued by the amount of the interest forgiven or $719,000, as this was considered to be more readily determinable than the fair value of the warrant.

9. COMMITMENTS AND CONTINGENCIES

Agreements with the University of Washington - In October 2000, we entered into a license agreement (the "License Agreement") and a research agreement (the "Sponsored Research Agreement" or the "SRA") with the University of Washington (the "UW"). The License Agreement grants us rights to certain intellectual property including technology being developed under the sponsored Research Agreement whereby hawse have a royalty-bearing license to make, sell or sublicense the licensed technology. Under the terms of the License Agreement, we issued 802,414 shares of our Class A common stock to the UW. The shares, although initially subject to a vesting schedule tied to performance under the Sponsored Research Agreement, were vested in full by mutual agreement between the UW and Lumera on January 8, 2001. The shares issued were valued by management at $3,009,000, based on a value of $3.75 per share on the date of issuance. We considered a number of factors, including an independent valuation, projected cash flows from our technology and expected future products, general market conditions and the risks inherent in achieving our business plan in determining the fair value of the common shares issued. The value of the shares issued was recorded as prepaid stock-based research expense and was fully amortized to expense as of March 31, 2004.

Under the terms of the License Agreement, we are also required to pay certain costs related to filing and processing of patents and copyrights related to the agreements. Additionally, we are required to pay certain ongoing royalty payments at a minimum of $75,000 per annum. We have not made any royalty payments to date in excess of these minimums. These payments have been expensed as incurred.

As part of the Sponsored Research Agreement, we agreed to pay an aggregate of $9,000,000 in quarterly payments over three years for research services. The first payment was made on February 26, 2001. We expensed the total expected payments on a straight-line basis because there was no more readily determinable pattern of the performance of the research services under the agreement.

In February 2002, Lumera and the UW amended the Sponsored Research Agreement to extend quarterly payments and performance through 2005. In March 2003, we entered into a second amendment to the SRA, which deferred certain 2003 payments until 2004. In November 2003, we entered into a third amendment to the SRA. Under the terms of the third amendment, our payment obligation to the UW was reduced to $125,000 per quarter from October 1, 2003 to September 30, 2004, and $300,000 for the quarter ending December 31, 2004. The amendment required us to make its unpaid payments of $2,000,000 by May 2005. In April 2004, we entered into a fourth amendment to the SRA that required payments of $125,000 for the quarters ending March 31, 2004 and September 30, 2004 and eliminated a contingent payment of $2,000,000 that had been due in April 2004. For each of the quarters ending September 30, 2004 and December 31, 2004, we were required to pay $250,000. Total payments under the Amended Sponsored Research Agreement, which terminated in June 2005, were $5,750,000 instead of the $9,000,000 under the terms of the original agreement.

Subsequent to each amendment noted above, we prospectively adjusted the amortization of the research payments to account for the extended period over which the payments would be made and services provided. As a result of these adjustments, we had cumulatively recognized expenses in excess of payments made of $1,948,000 at December 31, 2003. As a result of the fourth amendment and the elimination of the contingent $2 million payment in 2005, we recognized a credit to research and development expense of $2.4 million in 2004.

The following table summarizes payments made and expense recorded during the year ending December 31:

<table>
<thead>
<tr>
<th>Component of:</th>
<th>December 31, 2005</th>
</tr>
</thead>
<tbody>
<tr>
<td>Payments made</td>
<td>$1,018,000</td>
</tr>
<tr>
<td>Sponsored research</td>
<td>$650,000</td>
</tr>
<tr>
<td>Optical materials</td>
<td>166,000</td>
</tr>
<tr>
<td>Minimum royalty</td>
<td>75,000</td>
</tr>
</tbody>
</table>
Expenses recorded on payments $ 891,000
Amortization of stock -
Total expense recorded $ 891,000

Helix Biopharma/Sensium - We have a licensing agreement with Sensium Technologies, Inc., a subsidiary of Helix BioPharma, which gives us an exclusive worldwide royalty bearing license in our field of business to a number of patents and the related technology for use in our NanoCapture™ Arrays. Under the terms of the agreement, we paid $250,000 in license fees, half of which we paid upon signing in January 2005 and half in February 2006. We also paid a $125,000 in technology transfer fees during the first half of 2005. The Sensium licensing agreement contains minimum royalty provisions totaling $50,000 for the first year, $100,000 for the second year, $150,000 for the third year and $200,000 thereafter. Our license exclusivity is based upon achieving certain minimum revenues by the fourth royalty year.

Lease Commitments - We sublease our corporate facilities from Microvision at a base rate of approximately $25,000 per month, plus common area charges; the sublease is effective through April 6, 2006. We signed a five year lease to expand our current facilities which begins April 7, 2006. Once we complete our tenant improvements, which we believe will require cash expenditures in the range of $900,000 to $1.2 million, our facilities will occupy approximately 32,175 square feet of space located in the same building we currently occupy. The total of the minimum rental payments over the life of the initial lease term is approximately $2.5 million. We have an option to extend our new lease for one additional 5 year period. We had no other significant operating or capital leases at December 31, 2005.

Claims and Litigation - In our opinion, litigation, contingent liabilities and claims against us in the normal course of business are not expected to involve any judgments or settlements that would be material to our financial condition, results of operations or cash flows.

10. RETIREMENT SAVINGS PLAN

On August 31, 2004, we established its retirement savings plan (the "Plan"), which qualifies under the Internal Revenue Code Section 401(k) and covers all qualified employees. The Plan allows us to match 50% of an employee's contribution to the Plan up to a maximum 6% of the employee's base salary. During 2005 we contributed $57,000 to the Plan under the matching program.

11. QUARTERLY FINANCIAL DATA (UNAUDITED)

The following table represents certain unaudited quarterly financial information for the four quarters ended December 31, 2005. In our opinion, this information has been prepared on the same basis as the audited financial statements and includes all adjustments (consisting only of normal recurring adjustments) necessary to fairly state the unaudited quarterly results of operations set forth herein.

<table>
<thead>
<tr>
<th></th>
<th>First Quarter</th>
<th>Second Quarter</th>
<th>Third Quarter</th>
<th>Fourth Quarter</th>
<th>Fiscal Year</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Revenue</td>
<td>$ 240</td>
<td>$ 348</td>
<td>$ 681</td>
<td>$ 240</td>
<td>$ 1,509</td>
</tr>
<tr>
<td>Gross Profit</td>
<td>72</td>
<td>131</td>
<td>215</td>
<td>169</td>
<td>587</td>
</tr>
<tr>
<td>Net Loss Available to Common Shareholders</td>
<td>(2,878)</td>
<td>(2,926)</td>
<td>(2,034)</td>
<td>(2,615)</td>
<td>(10,453)</td>
</tr>
<tr>
<td>Basic and diluted net loss per share attributable to common stockholders</td>
<td>$(0.17)</td>
<td>$(0.18)</td>
<td>$(0.12)</td>
<td>$(0.16)</td>
<td>$(0.63)</td>
</tr>
</tbody>
</table>

Quarterly and annual earnings per share are calculated independently, based on the weighted average number of shares outstanding during the periods.

LUMERA CORPORATION

Schedule II - VALUATION AND QUALIFYING ACCOUNTS AND RESERVES

<table>
<thead>
<tr>
<th></th>
<th>Balance at Beginning of Fiscal Year</th>
<th>Charges to Costs and Expenses</th>
<th>Charges to Other Accounts</th>
<th>Deductions</th>
<th>Balance at End of Fiscal Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Year ended December 31, 2005</td>
<td>13,735,000</td>
<td>3,728,000</td>
<td>17,463,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Tax valuation allowance</td>
<td>13,735,000</td>
<td>3,728,000</td>
<td>17,463,000</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MICROVISION, INC.

Date: April 3, 2008
By /s/ Jeff Wilson
Jeff Wilson
Chief Financial Officer
EXHIBIT INDEX

The following documents are filed herewith or have been included as exhibits to previous filings with the Securities and Exchange Commission and are incorporated by reference as indicated below.

3.1 Certificate of Incorporation of Microvision, Inc., as amended (17)
3.2 Bylaws of Microvision, Inc. (2)
4.1 Form of Specimen Stock Certificate for Common Stock (2)
4.2 Warrant No. 76 to Purchase Common Stock of Microvision, Inc. issued September 10, 2004 to Satellite Strategic Finance Associates, LLC (6)
4.3 Form of Warrant issued under the Securities Purchase Agreement dated as of March 11, 2005 by and among Microvision, Inc. and the investors listed on the Schedule of Buyers thereto. (7)
4.4 Form of Warrant issued as of July 25, 2005 under the Master Amendment Agreement dated as of July 25, 2005 by and among Microvision, Inc. and the investors listed on the Schedule of Buyers thereto. (10)
4.5 Warrant No. 86 to Purchase Common Stock of Microvision, Inc. issued August 9, 2005 to Satellite Strategic Finance Partners, Ltd (12)
4.6 Warrant No. 87 to Purchase Common Stock of Microvision, Inc. issued August 9, 2005 to Satellite Strategic Finance Associates, LLC (12)
4.7 Warrant No. 88 to Purchase Common Stock of Microvision, Inc. issued August 31, 2005 to Omicron Master Trust (13)
4.8 Form of Warrant issued under the Securities Purchase Agreement dated as of November 30, 2005 by and among Microvision, Inc. and the investors listed on the Schedule of Buyers thereto. (14)
4.9 Registration Rights Agreement dated as of May 3, 2006 by and between Microvision, Inc. and Satellite Strategic Finance Associates, LLC (15)
4.10 Form of Underwriter's Warrant Agreement dated June 5, 2006 by and between Microvision, Inc. and MDB Capital Group, LLC (16)
10.1 Assignment of License and Other Rights between The University of Washington and the Washington Technology Center and the H. Group, dated July 25, 1993 (1)
10.2 Project II Research Agreement between The University of Washington and the Washington Technology Center and Microvision, Inc., dated October 28, 1993 (1+1)
10.3 Exclusive License Agreement between The University of Washington and Microvision, Inc., dated October 28, 1993 (1+1)
10.4 Exclusive License Agreement between the University of Washington and Microvision, Inc. dated March 3, 1994 (5)
10.5 Microvision, Inc. 2006 Incentive Plan (17)
10.6 Independent Director Stock Option Plan, as amended (4)
10.7 Executive Loan Plan and Related Form of Note (3)
10.8 License and Development Agreement dated as of December 30, 2004 by and between Microvision, Inc. and Ethicon Endo-Surgery, Inc. (5+)
10.9 Employment Agreement between Microvision, Inc. and Alexander Y. Tokman dated July 18, 2005 (9)
10.10 Lease Agreement between CarrAmerica Reality Operating Partnership, L.P. and Microvision, Inc., dated July 15, 2005 (11)
23 Consent of Independent Registered Public Accounting Firm, as previously filed.
23.1 Consent of Independent Registered Public Accounting Firm, filed herewith.
31.1 Principal Executive Officer certification pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2 Principal Financial Officer certification pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.3 Principal Executive Officer certification pursuant to Rule 13a-14(b) or Rule 15d-14(b) and Section 1350, Chapter 63 of Title 18 United States Code (18 U.S.C. 1350), as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.
31.4 Principal Financial Officer certification pursuant to Rule 13a-14(b) or Rule 15d-14(b) and Section 1350, Chapter 63 of Title 18 United States Code (18 U.S.C. 1350), as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.

(1) Incorporated by reference to the Company's Form SB-2 Registration Statement, Registration No. 333-05276-LA.
(2) Incorporated by reference to the Company's Post-Effective Amendment to Form S-3 Registration Statement, Registration No. 333-102244.
(4) Incorporated by reference to the Company's Form 10-Q for the quarterly period ended June 30, 2002.
(5) Incorporated by reference to the Company's current report on Form 8-K filed on March 5, 2003.
(6) Incorporated by reference to the Company's current report on Form 8-K filed on September 10, 2004.
(7) Incorporated by reference to the Company's current report on Form 8-K filed on March 14, 2005.
(9) Incorporated by reference to the Company's current report on Form 8-K filed on July 7, 2005.
(10) Incorporated by reference to the Company's current report on Form 8-K filed on July 29, 2005.
(11) Incorporated by reference to the Company's Form 10-Q for the quarterly period ended June 30, 2005.
(12) Incorporated by reference to the Company's current report on Form 8-K filed on August 10, 2005.
(13) Incorporated by reference to the Company's current report on Form 8-K filed on September 2, 2005.
(14) Incorporated by reference to the Company's current report on Form 8-K filed on December 1, 2005.
(15) Incorporated by reference to the Company's current report on Form 8-K filed on May 5, 2006.

+ Subject to confidential treatment.

* Management contracts and compensatory plans and arrangements required to be filed as exhibits pursuant to Item 15(b) of this Report.
CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-19011, No. 333-71373, No. 333-42276, No. 333-45534, No. 333-73652, No. 333-89176, and No. 333-141458) and on Form S-3 (No. 333-138023, No. 333-134666, No.333-130977, No. 333-130423, No. 333-129141, No. 333-128020, No. 333-128019, No. 333-123902, No. 119645, No. 333-102244, No. 333-76432, No. 333-69652, No. 333-33612, No. 333-89257, No. 333-84587, No. 333-81311, No. 333-79753, No. 333-76395, and No. 333-141454) of Microvision, Inc. of our report dated March 16, 2006, relating to the financial statements and financial statement schedule of Lumera Corporation, which appears in this Form 10-K/A.

/s/ PricewaterhouseCoopers LLP

Seattle, Washington
April 3, 2008
CERTIFICATION PURSUANT TO
RULE 13A-14 OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Alexander Y. Tokman, Chief Executive Officer and Director of the Company, certify that:

1. I have reviewed this annual report on Form 10-K/A for the period ended December 31, 2007 of Microvision, Inc.

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report.

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report.

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 3, 2008

/s/ ALEXANDER Y. TOKMAN

Alexander Y. Tokman
Chief Executive Officer
CERTIFICATION PURSUANT TO
RULE 13A-14 OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jeff T. Wilson, Chief Financial Officer of the Company, certify that:

1. I have reviewed this annual report on Form 10-K/A for the period ended December 31, 2007 of Microvision, Inc.

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report.

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report.

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 3, 2008

/s/ JEFF T. WILSON

Jeff T. Wilson
Chief Financial Officer
Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as Chief Executive Officer of Microvision, Inc. (the "Company"), does hereby certify that to the undersigned's knowledge:

1) the Company's annual report on Form 10-K/A for the year ended December 31, 2007 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934;

2) the information contained in the Company's annual report on Form 10-K/A for the year ended December 31, 2007 fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ ALEXANDER Y. TOKMAN

Alexander Y. Tokman
Chief Executive Officer

Date: April 3, 2008
Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as Chief Financial Officer of Microvision, Inc. (the "Company"), does hereby certify that to the undersigned's knowledge:

1) the Company's annual report on Form 10-K/A for the year ended December 31, 2007 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934;

2) the information contained in the Company's annual report on Form 10-K/A for the year ended December 31, 2007 fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JEFF T. WILSON

Jeff T. Wilson.
Chief Financial Officer

Date: April 3, 2008
Securities and Exchange Commission  
Washington, D.C. 20549

Ladies and Gentlemen:

Pursuant to the requirements of the Securities Exchange Act of 1934, we are transmitting herewith the attached Form 10-K/A for the year ended December 31, 2007.

Sincerely,

Catherine Ruoff  
Senior Finance Administrator