

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE TO/A
(Rule 13e-4)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934.

(Amendment No. 1)

MICROVISION, INC.

(Name of Subject Company (Issuer) Name of Filing Person (Offeror))

Options to Purchase Common Stock, Par Value \$0.001 Per Share
(Title of Class of Securities)

594960106

(CUSIP Number of Class of Securities Underlying Options to Purchase Common Stock)

Thomas Walker
Vice President, General Counsel
Microvision, Inc.
6222 185th Avenue NE
Redmond, WA 98052
(425) 415-6847 (telephone)
(425) 481-1625 (facsimile)

(Name, address, and telephone numbers of person authorized to
receive notices and communications on behalf of the persons filing statement)

Copy to:
Joel F. Freedman, Esq.
Ropes & Gray
One International Place
Boston, Massachusetts 02110

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$4,015,000	\$429.61

* Calculated solely for the purpose of determining the amount of filing fee. This amount assumes that options to purchase 2,317,499 shares of common stock of Microvision, Inc. having an aggregate value of \$4,015,000 as of April 11, 2006 will be exchanged pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50 of 1% of the transaction valuation.

** Previously paid.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not Applicable. Filing Party: Not Applicable.
Form or Registration No.: Not Applicable. Date Filed: Not Applicable.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing fee is a final amendment reporting the results of the tender offer:

INTRODUCTORY STATEMENT

This Amendment No. 1 amends and supplements the Schedule TO, originally filed with the Securities and Exchange Commission on April 18, 2006, relating to the exchange offer by Microvision, Inc., a Delaware Corporation (the "Company") to its employees to exchange all outstanding options granted on or prior to March 31, 2006 and vested with respect to 25% or more of the shares of common stock subject to the option granted under the Microvision, Inc. 1996 Stock Option Plan, as amended (the "Plan") or granted under various Non-Qualified Stock Option Agreements outside the Plan to purchase shares of the Company's common stock, par value \$0.001 per share, for new options to be granted by the Company under the Plan and upon the terms and conditions described in the Offer to Exchange, the letter accompanying the Offer to Exchange and the related Election Form. Capitalized terms used and not defined herein have the meanings specified in the Offer to Exchange and the Schedule TO.

ITEM 12. EXHIBITS

- (a) (1) Offer to Exchange, dated April 18, 2006.*
 - (2) Letter Accompanying the Offer to Exchange, dated April 18, 2006.*
 - (3) Amended and Restated Form of Election Form.
 - (4) Forms of Reminder E-mails and Voicemails to Employees*
 - (5) Forms of Confirmation E-mails to Employees*
 - (6) The Company's annual report on Form 10-K for its fiscal year ended December 31, 2005, filed with the Securities and Exchange Commission on March 16, 2006, as amended by a Form 10-K/A filed with the Securities and Exchange Commission on March 31, 2006 (incorporated herein by reference).
- (b) Not applicable.
- (d) (1) The Microvision, Inc. 1996 Stock Option Plan, as amended (incorporated herein by reference to the 2002 Proxy Statement (File No. 000-21221)).
 - (2) The Microvision, Inc. Independent Director Stock Option Plan, as amended (incorporated herein by reference to the 2002 Proxy Statement (File No. 000-21221)).
 - (3) The Microvision, Inc. Stock Option Agreement for Independent Directors (Non-Plan Grant), as amended (incorporated herein by reference to the 2002 Proxy Statement (File No. 000-21221)).
 - (4) Form of Non-Qualified Stock Option Agreements granted outside the Plan (incorporated herein by reference to the Company's Schedule TO filed on November 1, 2002).
- (g) Not applicable.
- (h) Not applicable.

* Previously filed

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to Schedule TO is true, complete and correct.

Date: April 25, 2006

MICROVISION, INC.

By: /s/ Alexander Tokman

Name: Alexander Tokman

Title: President and Chief Executive Officer

INDEX TO EXHIBITS

**Exhibit
Number**

- (a)(1) Offer to Exchange, dated April 18, 2006.*
- (a)(2) Letter Accompanying the Offer to Exchange, dated April 18, 2006.*
- (a)(3) Amended and Restated Form of Election Form.
- (a)(4) Forms of Reminder E-mails and Voicemails to Employees*
- (a)(5) Forms of Confirmation E-mails to Employees*
- (a)(6) The Company's annual report on Form 10-K for its fiscal year ended December 31, 2005, filed with the Securities and Exchange Commission on March 16, 2006, as amended by a Form 10-K/A filed with the Securities and Exchange Commission on March 31, 2006 (incorporated herein by reference).
- (d)(1) The Microvision, Inc. 1996 Stock Option Plan, as amended (incorporated herein by reference the 2002 Proxy Statement (File No. 000-21221)).
- (d)(2) The Microvision, Inc. Independent Director Stock Option Plan, as amended (incorporated herein by reference to the 2002 Proxy Statement (File No. 000-21221)).
- (d)(3) The Microvision, Inc. Stock Option Agreement for Independent Directors (Non-Plan Grant), as amended (incorporated herein by reference to the 2002 Proxy Statement (File No. 000-21221)).

- (d)(4) Form of Non-Qualified Stock Option Agreements granted outside the Plan (incorporated herein by reference to the Company's Schedule TO filed on November 1, 2002).

* Previously filed.

**Microvision, Inc.
Election Form
Offer to Cancel and Regrant Stock Options**

Election to Participate

I, _____, have received and carefully reviewed the documents summarizing the Offer to Exchange dated April 18, 2006, distributed to employees of Microvision, Inc. (the "Company") holding eligible options under the Microvision, Inc. 1996 Stock Option Plan, as amended, and/or a Non-Qualified Stock Option Agreement outside the Plan. I elect to have all of the eligible option(s) held by me, as specified below, to be cancelled as of May 17, 2006. I understand that new options will be granted to me on May 17, 2006 as defined in the documents provided. I hereby agree that, unless I revoke my election prior to May 17, 2006, my election will be irrevocable and as such eligible options will be canceled as of May 17, 2006.

I acknowledge that I will have no right to exercise all or any part of the cancelled option(s) in any event and the new options will only be issued to me if I continue to be employed by Microvision through May 17, 2006. I further acknowledge and agree that neither the ability to participate in the offer to cancel and regrant eligible options nor actual participation in that program shall be construed as a right to continued employment with the Company.

Option Number	Grant Date	Exercise Price	Number of Eligible Options			Expiration Date
			Granted	Vested	Unvested	

You must check the following box if you wish to participate in the Offer:

I hereby offer to cancel, upon the terms and conditions stated in the documents, all of the eligible option(s) indicated above.

Election to Not Participate

I elect to decline the opportunity to participate in the Offer

(Print Name)

(Signature)

Date

Return completed Election Form to Microvision Payroll Department, 6222 185th Ave. NE, Redmond, WA 98052.

You may email questions to Options_Desk@microvision.com