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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Markham Drew G</u> _____ (Last) (First) (Middle) 18390 NE 68TH STREET _____ (Street) REDMOND WA 98052 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MICROVISION, INC. [MVIS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner Officer (give title below) _____ Other (specify below) _____ X _____ GC
	3. Date of Earliest Transaction (Month/Day/Year) 06/04/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock ⁽¹⁾	06/04/2024		M		186,250	A	\$0.00	222,950	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0.00 ⁽²⁾	06/04/2024		A		186,250		06/04/2024 ⁽³⁾	06/04/2024 ⁽³⁾	Common Stock	186,250	\$0.00	186,250	D	
Restricted Stock Units	\$0.00 ⁽⁴⁾	06/04/2024		M		186,250		06/04/2024 ⁽³⁾	06/04/2024 ⁽³⁾	Common Stock	186,250	\$0.00	0	D	
Restricted Stock Units	\$0.00 ⁽²⁾	06/04/2024		A		360,000		06/04/2025 ⁽⁵⁾	06/04/2027 ⁽⁵⁾	Common Stock	360,000	\$0.00	360,000	D	

Explanation of Responses:

- On June 4, 2024, the Issuer's Compensation Committee approved a grant of fully vested restricted stock units, or RSUs, in lieu of a cash payout of the Reporting Person's 2023 short-term incentive bonus. For more detail on the short-term incentive bonus, please refer to the disclosure in the Company's 2024 Proxy Statement, as filed with the SEC on April 29, 2024. The vested RSUs were distributed to the Reporting Person, without payment, in shares of common stock on a unit-for-share basis.
- Each restricted stock unit represents a contingent right to receive one share of MicroVision common stock.
- The restricted stock units were fully vested at the time of grant.
- At vesting, converts into shares of common stock on a unit-for-share basis.
- On June 4, 2024, the Issuer's Compensation Committee approved a grant of restricted stock units, which are scheduled to vest as to 33% on each annual anniversary of the grant date, until fully vested on June 4, 2027, subject to the Reporting Person's continued employment with the Issuer on each vesting date.

/s/ Elizabeth A. Mandle, attorney-in-fact for Drew G. Markham 06/06/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.