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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)									
1. Name and Address of Reporting Person [*] WALKER THOMAS M	2. Issuer Name a MICROVISIO			0.	bol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			
(Last) (First) (Middl C/O MICROVISION, INC., 6222 185T) AVE NE	J. Date of Lamest	3. Date of Earliest Transaction (Month/Day/Year) 03/25/2011					X_Officer (give title below)Other (specify below) VP General Counsel & Secretary		
(Street) REDMOND, WA 98052	4. If Amendment,	Date Origin	al Fi	led(Month/I	Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip) Ta	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
(Instr. 3) Date	*		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
		Code	v	Amount	(A) or (D)	Price		(I) (Instr. 4)	
Common Stock 03/25/20)11	F		5,445	D	<u>(1)</u>	158,266	D	

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

SEC 1474 (9-02)

contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Persons who respond to the collection of information

SEC 1474 (9-02)

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

(e.g., puts, cans, warrants, options, convertible securities)																	
1. Title of	2.	3. Transaction	3A. Deemed	4.	5	5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature		
Derivative	Conversion	Date	Execution Date, if	Transactio	on 1	Numb	er	and Expiration Date		Amount of		Derivative	Derivative	Ownership	of Indirect		
Security	or Exercise	(Month/Day/Year)	any	Code	0	of		(Month/Day/Year)		(Month/Day/Year) Un		Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	I	Deriva	ative			Securities		(Instr. 5)	Beneficially	Derivative	Ownership		
	Derivative					Securi				(Instr	: 3 and		Owned	Security:	(Instr. 4)		
	Security				1	Acqui	red			4)			Following	Direct (D)			
						(A) or							1	or Indirect			
						Dispo							Transaction(s)	· /			
						of (D)							(Instr. 4)	(Instr. 4)			
						Instr.	-										
					4	4, and	. 5)										
											Amount						
								Data	Emination		or						
								Date Exercisable	Expiration	Title	Number						
								Exercisable	Date		of						
				Code	V	(A)	(D)				Shares						

Reporting Owners

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
WALKER THOMAS M C/O MICROVISION, INC. 6222 185TH AVE NE REDMOND, WA 98052			VP General Counsel & Secretary						

Signatures

/s/Thomas M. Walker	03/29/2011
**Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) Shares were withheld for payment of \$7,132.95 tax liability on the vesting of a restricted stock unit award.

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.