FORM 4

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

OMB APPROVAL
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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).

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) | | | | | | | | | | | | |
|--|--|---|--------------------------------------|--------------|---|------------------------|--|---|--------------------------------------|--|--|-------------------------------------|
| Name and Address of Report Tokman Alexander Y | 2. Issuer Name and Ticker or Trading Symbol MICROVISION INC [MVIS] | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director10% Owner | | | | | |
| (Last) (First C/O MICROVISION, IN AVE NE | 3. Date of Earlies 12/09/2011 | 3. Date of Earliest Transaction (Month/Day/Year) 12/09/2011 | | | | | X Officer (give title below) Other (specify below) President and CEO | | | | | |
| (Stree | 4. If Amendment | 4. If Amendment, Date Original Filed(Month/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 | | | | | |
| REDMOND, WA 98052 | | | | | | | | | | 1 0 | | |
| (City) (State | e) (Zip) | T | able I - No | n-De | rivative : | Securities | s Acqui | red, Dispo | osed of, or I | 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) | | Ownership | 7. Nature of Indirect Beneficial | | |
| | | | Code | v | Amount | (A) or (D) | Price | (Instr. 3 | and 4) | | \ / | Ownership (Instr. 4) |
| Common Stock | 12/09/2011 | | Р | | 25,000 | \$ | 3 3.3918 | 732,850 | 5 | | D | |
| | Table II | - Derivative Securit | | the ed, I | form dis | splays a of, or Ben | currer neficiall | ntly valid | | spond unles trol number | | |
| Derivative Conversion Date | th/Day/Year) 3A. Deemed Execution I any (Month/Day | d 4. Transaction Code | 5. 6. Number and | | Date Exercisable d Expiration Date A (onth/Day/Year) U S | | 7. Ti Amo Unde Secu | tle and bunt of erlying rities r. 3 and | Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Ownersh Form of Derivating Security Direct (I or Indire | Beneficia Ownershi (Instr. 4) |
| | | Code V | (A) (D) | Da Exc | | Expiratio Date | Title | or Number of Shares | | | | |
| Reporting Own | ers | Dalationshins | | | | | | | | | | |

| D 4: 0 N / | Relationships | | | | | | |
|---|---------------|--------------|-------------------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| Tokman Alexander Y C/O MICROVISION, INC. 6222 185TH AVE NE REDMOND, WA 98052 | | | President and CEO | | | | |

Signatures

| /s/Alexander Y. Tokman | 12/09/2011 |
|---------------------------------|------------|
| **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).

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.