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

| OMB APPROVAL | | | | | |
|--------------------------|-----------|--|--|--|--|
| OMB Number: | 3235-0287 | | | | |
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hours per response...

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

| e Responses |) | | | | | | | | | | | | | |
|---|--|---|--|--|--|--|--|--|--|--|---|---|--|--|
| 1. Name and Address of Reporting Person* Franzi Michael Joseph | | | | 2. Issuer Name and Ticker or Trading Symbol MICROVISION INC [MVIS] | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (Last) (First) (Middle) C/O MICROVISION, INC., 6244 185TH AVE NE | | | | 3. Date of Earliest Transaction (Month/Day/Year) 08/08/2013 | | | | | | VP, Marketing & Business Dev | | | | |
| ND. WA 9 | (Street) 8052 | | 4. If An | nend | lment, Da | te Oı | riginal Filed(Month/ | Day/Year) | _X_ For | n filed by Or | ne Reporting Pe | rson | pplicable Line) | |
| | (State) | (Zip) | | | | Tab | le I - Non-Deriva | tive Securities | Acquired, D | isposed of | f, or Benefic | cially Owned | <u> </u> | |
| 1.Title of Security (Instr. 3) | | 2. Transaction Date (Month/Day/Yea | ar) any | | n Date, if | f Code (A) (Instr. 8) | | or Disposed of | (D) Owned Transac | Owned Following Transaction(s) | | | Ownership Form: | Beneficial |
| | | | (Mon | IIII/D | ray/ i ear) | | Code V Ame | ount (A) or (D) | or | | | | or Indirect (In (In (Instr. 4) | Ownership (Instr. 4) |
| perivative Conversion Date ecurity or Exercise (Month/Day/Year) | | 3A. Deemed Execution Date, if any | (e.g., puts, calls, warr 4. 5. Number Transaction of Derivati Code Securities (Instr. 8) Acquired (. or Dispose of (D) | | | er ative es d (A) | rrants, options, convertible securities) er 6. Date Exercisable and 7. T tive Expiration Date (Month/Day/Year) Sec (A) et al. | | | Title and Amount B. Price of Derivative Security | | Derivative Securities Beneficially Owned Following | Ownersl Form of Derivati Security Direct (1 | Ownersh (Instr. 4) |
| | | | Code | v | and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | (s) (I) | |
| \$ 2.28 | 08/08/2013 | | A | | | | | 08/08/2023 | Common Stock | 10,000 | \$ 0 | 10,000 | D | |
| \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ | A Address of ichael Jose ROVISIO ROVISIO REPORT ON A S 2. Conversion or Exercise Price of Derivative Security | Report on a separate line for each Conversion or Exercise Price of Derivative Security (First) (First) (First) (Street) (Street) (Street) State) (State) (State) (State) (State) (Month/Day/Year) | d Address of Reporting Person ichael Joseph (First) (Middle) ROVISION, INC., 6244 185TH AVE NE (Street) ND, WA 98052 (State) (Zip) Ecurity 2. Transaction Date (Month/Day/Year) Table II 2. Conversion or Exercise Price of Derivative Security Security 3. Transaction Date (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) | d Address of Reporting Person* ichael Joseph (First) (Middle) ROVISION, INC., 6244 185TH AVE NE 08/08/ (Street) (Street) (State) (Zip) 2. Transaction Date (Month/Day/Year) Report on a separate line for each class of securities beneficial Table II - Deriv (e.g., 1) 2. Transaction Date (Month/Day/Year) A Transaction Date (Month/Day/Year) A Transaction Date (Month/Day/Year) A Transaction Date (Month/Day/Year) (Month/Day/Year) A Transaction Date (Month/Day/Year) Code (Instr. 8) | d Address of Reporting Person* ichael Joseph (First) (Middle) (ROVISION, INC., 6244 185TH AVE NE (Street) (Street) (Street) (Street) (State) (Zip) 2. Transaction Date (Month/Day/Year) Report on a separate line for each class of securities beneficially of the conversion of Exercise Price of Derivative Security 2. Transaction Date (Month/Day/Year) 3. Transaction Date Execution any (Month/Day/Year) 3. Date of Box/08/20/20 4. If Amend Execution Date Execution any (Month/Day/Year) (E.g., puts A Transaction Code (Instr. 8) Code V | Code V (A) (Address of Reporting Person Code V (A) (Address of Reporting Person Code V (A) (Address of Reporting Person Code V (A) (Addded) (Middle) (M | Address of Reporting Person* (ichael Joseph (ichael Joseph | Code V American American Code V American Code Code | 2. Issuer Name and Ticker or Trading Symbol MICROVISION INC [MVIS] | 2. Issuer Name and Ticker or Trading Symbol MICROVISION INC [MVIS] 5. Related Joseph MICROVISION INC [MVIS] 5. Related Joseph MICROVISION INC [MVIS] 5. Related String Symbol MICROVISION INC [MVIS] 5. Amount MICROVISION INC [MVIS] 5. Related String Symbol MICROVISION INC [Month/Day/Year) 6. Indiv. String Symbol Microvision Microvision MICROVISION INC [Month/Day/Year) 6. Indiv. String Symbol Microvision Microvision MICROVISION INC [Month/Day/Year) 6. Indiv. String Symbol Microvision Microvision MICROVISION INC [Month/Day/Year) 6. Indiv. String Symbol Microvision Microvisi | Code V Amount Code Conversion Date or Exercise Code v Amount Code v Code v | Address of Reporting Person MICROVISION INC [MVIS] 2. Issuer Name and Ticker or Trading Symbol MICROVISION INC [MVIS] 3. Date of Earliest Transaction (Month/Day/Year) O8/08/2013 4. If Amendment, Date Original FiledoMonth/Day/Year) (State) (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Report on a separate line for each class of securities beneficially owned directly or indirectly. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3) (Month/Day/Year) A Date Execution Date (A) or Disposed of (D) (Instr. 3) (Month/Day/Year) Persons who respond to the collection of information this form are not required to respond unless the form convertible securities) 2. Transaction Date (A) or Disposed of (D) (Instr. 3) (Month/Day/Year) A Date Exercisable and Transaction of Underlying Securities Securities Securities Securities Conversion of Date (A) or Disposed of (D) (Instr. 3) (Month/Day/Year) (Month/Day/Year) A Date Exercisable Date (Instr. 3) (Instr. 3) | A Address of Reporting Persons ** Chacl Joseph (First) (Middles) (First) (Middles) (M | Address of Reporting Persons 2. Issuer Name and Ticker or Trading Symbol MICROVISION INC (MVIS) 5. Relationship of Reporting Persons (s) to Issuer (Check I all applicable) 10% (Owner 10% (Owne |

| D (O N / | Relationships | | | | | |
|--|---------------|--------------|------------------------------|-------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| Franzi Michael Joseph C/O MICROVISION, INC. 6244 185TH AVE NE REDMOND, WA 98052 | | | VP, Marketing & Business Dev | | | |

Signatures

| Michael J. Franzi | 08/12/2013 |
|---------------------------------|------------|
| **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) The Reporting Person vests ownership in this stock option as follows: 33% upon each anniversary of the date of grant, subject to the terms of the 2013 Incentive Plan.

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.