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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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

onses)														
1. Name and Address of Reporting Person *- WILLEY STEPHEN R				2. Issuer Name and Ticker or Trading Symbol MICROVISION INC [MVIS]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle) C/O MICROVISION, INC., 19910 NORTH CREEK PARKWAY				3. Date of Earliest Transaction (Month/Day/Year) 02/16/2005						X Officer (give title below) Other (specify below) President				
(Street)		4. If A	mendmer	nt, D	ate Origii	nal Fil	led(Montl	n/Day/Year)		_X_ Form fil	ed by One Repo	orting Person	•	ole Line)
(State)	(Zip)			Tab	le I - Non	-Deri	ivative S	Securities	Acqui	red, Disp	osed of, or l	Beneficially	Owned	
(Instr. 3) Date		Execut	· · · · · · · · · · · · · · · · · · ·		Code	ction			of (D)	Beneficia Reported	ally Owned Following I Transaction(s)		6. Ownership Form:	Beneficial
		(Month			Code	V	Amour	(A) or (D)	Price	(Instr. 3 and 4)			or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
	02/16/2005				J ⁽¹⁾		28,84		\$ 5.83	140,391		D		
					s Acquire	conta the fo	ained i orm dis sposed	n this for splays a of, or Ben	rm are currer eficiall	not requality valid	uired to res OMB con	spond unle	ss	(* *2)
Derivative Conversion Date	on 3A. Deemed Execution Da any	ate, if T	4. Transaction Code ar) (Instr. 8)		fumber f erivative ecurities cquired A) or isposed f (D) nstr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Ti Amo Undo Secu	ount of erlying crities		Derivative Securities Beneficially Owned Following Reported	Owners: Form of Derivati Security Direct (i or Indirect)	Ownershi (Instr. 4)	
										Amount				
rritt	PHEN R (First) ISION, INC., 1 (WAY (Street) A 98011 (State) 3. Transacti Date (Month/Day) ff tive	ess of Reporting Person* PHEN R (First) (Middle) ISION, INC., 19910 NORTH EWAY (Street) A 98011 (State) (Zip) 2. Transaction Date (Month/Day/Year) c 02/16/2005 on a separate line for each class of security of tive Table II - Table II - Table II - (Month/Day/Year) (Month/Day/Year)	2. Iss PHEN R (First) (ISION, INC., 19910 NORTH (ISION, INC., 19910 NORTH (ISION, INC.) (Street) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (e.g., pu (Month/Day/Year) (ISION, INC., 19910 NORTH 2. Transaction Date (Month/Day/Year) 3. Transaction Date (e.g., pu (Month/Day/Year) (ISION, INC., 19910 NORTH 2. Iss MICI 3. Date (2/16/2016 2. Transaction Date (Month/Day/Year) 3. Transaction Date (e.g., pu (Month/Day/Year) (ISION, INC.) (Month/Day/Year) (ISION, INC.) (Middle) (2. Iss MICI (Middle) (2. Iss MICI (Alight) (Alight	2. 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	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
WILLEY STEPHEN R C/O MICROVISION, INC. 19910 NORTH CREEK PARKWAY BOTHELL, WA 98011	X		President			

Signatures

Stephen R. Willey	03/04/2005			
**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) These shares were transferred to Microvision, Inc., the issuer, in full repayment of an existing loan and accrued interest thereon.

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.